

DAVID BROWN SANTASALO
GLOBAL ANTI-CORRUPTION
COMPLIANCE POLICY

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FOREWARD BY THE CEO

The David Brown Santasalo Group of companies (DBS) has a zero-tolerance position in relation to corruption, wherever and in whatever form that may be encountered. This Anti-Corruption Policy is intended to clearly state the standards and principles required to ensure conformance to legal requirements within the countries in which DBS operates.

Bribery is committed when an inducement or reward is provided in order to gain any commercial, contractual, regulatory or personal advantage for DBS or another party. No bribes of any sort may be paid to or accepted from customers, suppliers, politicians, government advisors or representatives, private persons or companies. It is not permitted to establish accounts or internal budgets for the purpose of facilitating bribes or influencing transactions (slush funds).

This Policy applies to individual employees, agents, sponsors, intermediaries, consultants or any other people or bodies associated with DBS or any of its subsidiaries and employees.

This Policy does not prohibit the following practices provided they are customary in a particular market, or are proportionate and are properly recorded:

- Normal and appropriate hospitality (given or received)
- The giving of a ceremonial gift on a festival or at another special time

DBS recognises that market practice varies across the international arena in which it does business and what is normal and acceptable in one place may not be in another. DBS also appreciates that to refuse a gift in certain circumstances and/or countries would cause offence to our trading partner. The test to be applied in all circumstances is whether the gift or entertainment is reasonable and justifiable. What is the intention of the gift? Special care must be taken in accepting or giving gifts/entertainment and these are not permitted if it would create a real or perceived conflict of interest.

The prevention, detection and reporting of bribery and corruption is the responsibility of all employees throughout DBS. Suitable channels of communication by which employees or others can report confidentially any suspicion of bribery will be maintained, details of which are available via the DBS intranet.

Inevitably, decisions as to what is acceptable may not always be easy, particularly in the absence of minimum legal standards or where they are poorly enforced. If anyone is in doubt as to whether a

potential act constitutes bribery/corruption, the matter should be referred to their immediate manager, supervisor or the Group Head of Compliance.

I, as Chief Executive Officer, have lead responsibility for policy implementation within the David Brown Santasalo Group of companies and this Anti-Corruption Policy is signed by me to demonstrate my own personal commitment to the policy and the commitment of the Board.

I. INTRODUCTION

David Brown Santasalo Group, or "we", strictly prohibits bribery or any other form of corruption.

This Global Anti-Corruption Compliance Policy (the "Policy") mandates strict compliance with the Global Anti-Corruption Laws as summarised in Exhibit A, Summary of Global Anti-Corruption Laws and sets out the responsibilities of all David Brown Santasalo Group employees in observing and upholding our position on bribery and corruption.

David Brown Santasalo Group's Board is responsible for this Policy, for the tasking of management to design, operate and monitor bribery prevention procedures, and for keeping these policies and procedures under regular review.

If employees have any doubts as to whether their conduct is permissible they must contact the David Brown Santasalo Group CEO or Group Head of Compliance.

II. SCOPE

This Policy applies to all David Brown Santasalo Group employees, permanent and temporary, and extends to our businesses and transactions in all countries in which we and our Business Partners and Authorised Resellers operate.

"Business Partner" and "Authorised Reseller" and other terms used in the Policy are defined in the Supplement to this Policy (the Supplement), which should be read in conjunction with the Policy. The Supplement provides guidance on:

- Hospitality, travel expenses, gifts and entertainment;
- Charitable donations, sponsorships and political contributions;
- Transactions with third parties;
- Joint ventures and similar arrangements; and

- Reviewing requests for reimbursement for expenses.

III. GENERAL PRINCIPLES

- We will never offer, pay, solicit or accept Bribes (as defined in the Supplement to this Policy) in any form, including Facilitation Payments (as defined in Section VI), either directly or indirectly.
- We will assess the risks of bribery and establish and operate proportionate procedures to address those risks.
- Any demand for or offer of a Bribe in whatever form to any employee or agent of the Company must be rejected and reported immediately to any Divisional Managing Director in the David Brown Santasalo Group or the Group Head of Compliance or CEO.
- We will ensure that the requirements of this Policy are adopted by the Company's subsidiaries.
- We will not employ agents to carry out actions that conflict with these commitments.
- In joint ventures where we are the operator, we will implement this Policy. Where we are not the operator, we will evaluate the risks of bribery and the procedures of the joint venture to address those risks. We will establish contractual obligations that require the operator to develop and implement proportionate procedures that address bribery risks and take steps to ensure these obligations have been met.
- We will avoid, or if avoidance is not reasonable or practicable, actively manage, situations where loyalty to the Company may come into conflict with personal interest or loyalties, e.g. a spouse or partner being employed by a David Brown Santasalo Group supplier or representative. If a conflict does arise, it should be declared in writing to senior management who will make sure that the individual is insulated from any decision-making or operation in the area of conflict.
- We will conduct due diligence on Business Partners and Authorised Resellers who provide services to us.
- We will seek to ensure that the Business Partners and Authorised Resellers who provide services to us do not Bribe others on our behalf.
- We will ensure that fees for services rendered by third parties, including agents and consultants are for legitimate business purposes that are demonstrably commensurate with the service provided.
- We will ensure that all agreements between the Company and third parties which anticipate the payment of commission shall be in writing, with the terms and conditions relating to each payment clearly specified.
- We will seek evidence of the services provided to support the fee or commission charged.

- We will only give or accept gifts and entertainment that are bona fide, reasonable and proportionate in the normal course of business, lawful in the territory in which they are made and which could not be interpreted as inducing improper conduct.

IV. RED FLAGS

All employees should be aware of bribery and corruption "Red Flags". Red Flags are circumstances that may indicate corruption. Although the presence of a Red Flag does not mean that a Bribe already has been or will be paid or offered to be paid, it does require a greater level of scrutiny and the implementation of safeguards against a violation of the Global Anti-Corruption Laws. These requirements are set out in this Policy and the Supplement.

The following is a non-exclusive list of some of the Red Flags that can arise:

- business in a country with a Corruption Perceptions Index ("CPI") score at or below 49/100, as defined by Transparency International (<https://www.transparency.org>);
- business in an industry with a reputation for bribery or corruption;
- transaction involves a Governmental/Political Official;
- request by the customer, Business Partner or Authorised Reseller for an increase in price, rather than a discount, for matters unrelated to a change in contract specifications or requirements, during salenegotiations;
- request by the customer, Business Partner or Authorised Reseller for an unusual transaction structure, inclusion of incorrect or unnecessary cost items or false documentation;
- other than as provided for in the governing contract, a request by the Business Partner for payment "up-front" or before completion of a project, or for an increase in compensation during the life of a project;
- unnecessary third parties or multiple Business Partners performing similar functions;
- demand or strong suggestion by a government customer that the Company retain a particular Business Partner or Authorised Reseller;
- requests that payments be made in a different country to that where the Business Partner resides or where the Business Partner provides services, to a third party, to a foreign bank account, or in cash or other untraceable funds;
- requests for unusually large payments, or payments that appear excessive in relation to the service to be rendered;
- requests for reimbursement of poorly documented expenses;
- incomplete or inaccurate information in required disclosures made by the Business Partner or

- Authorised Reseller or requests by the Business Partner or Authorised Reseller for false invoices or other documentation;
- the Business Partner expresses a desire to keep its representation of the Company or the terms of its retention secret;
 - refusal to certify compliance with the Global Anti-Corruption Laws;
 - unreasonable refusal to provide information requested during a due diligence review process;
 - the Business Partner or Authorised Reseller is owned by or employs a Governmental/Political Official; or
 - one or more principals of the Business Partner or Authorised Reseller are related to a Governmental/Political Official.

V. BRIBERY RISK ASSESSMENT

The Company will maintain an assessment of the nature and extent of its exposure to potential external and internal risks of bribery on its behalf by employees, Business Partners and Authorised Resellers. The Group Compliance team will be responsible for the bribery risk assessment. This assessment will be formally documented and reviewed on an annual basis by the Board.

This risk assessment will ensure that this Policy and our associated procedures remain proportionate to the bribery risks that we face as a Company.

As our business develops through new projects, opportunities and tenders, the project risk appraisal should specifically document the Company's consideration of any bribery risks identified and the specific measures to be taken to address these risks.

VI. "GREASE" OR "FACILITATION" PAYMENTS

Facilitation Payments are payments made for the purpose of expediting or securing the performance of a Routine Governmental Action by a Governmental/Political Official (as those terms are defined in the Supplement to this Policy).

Facilitation Payments are illegal in many countries. It is David Brown Santasalo Group's policy that Facilitation Payments should NOT be made.

In circumstances where a Governmental/Political Official demands a payment, this should be refused and reported as soon as possible to the David Brown Santasalo Group CEO or Group Head of

Compliance.

In the very rare case where a Governmental/Political Official demands a payment in connection with an immediate and credible threat to an employee's (or their family member's) physical safety or security the employee may make the payment, your safety is paramount to us, but must

- (a) report the payment as soon as possible to the David Brown Santasalo Group CEO or Group Head of Compliance; and
- (b) promptly document the nature of the threat in writing.

Any such payments must be accurately described and recorded in the Company's books and records.

VII. SPECIFIC REQUIREMENTS FOR BUSINESS RELATIONSHIPS

David Brown Santasalo Group expects all Business Partners and Authorised Resellers to comply with Global Anti-Corruption Laws in connection with the David Brown Santasalo Group's business. David Brown Santasalo Group requires that its contracts with Business Partners and Authorised Resellers include provisions requiring the Business Partner or Authorised Reseller, among other things, to:

- (a) comply with **Global Anti-Corruption Laws** and this Global Anti-Corruption Compliance Policy in connection with the Company's business;
- (b) disclose all sub-partners (such as a sub-agent, sub-representative, subconsultant or any similar third party); and
- (c) obtain the Company's prior approval of any such sub-partner used in connection with Company's business.

A. Relationships and Agreements with Business Partners and Authorised Resellers

The Company and its employees must comply with the procedures set out in the Supplement in connection with the retention of Business Partners and Authorised Resellers. In particular, the David Brown Santasalo Group's CEO or Group Head of Compliance must formally approve the relationship with a Business Partner or Authorised Reseller before any employee enters into or renews an agreement with such party. Approval of the David Brown Santasalo Group's CEO or Group Head of

Compliance is also required for amendments to agreements with Business Partners and Authorised Resellers that materially increases the risks to the Company, and where an agreement is terminated because of a violation of this Policy. The Supplement establishes due diligence and approval requirements for agreements with Business Partners and Authorised Resellers in order to identify any information suggesting unethical or improper behaviour by them. The Supplement also establishes procedures for payments to Business Partners and Authorised Resellers, contractual compliance provisions for agreements with Business Partners and Authorised Resellers and continuing oversight of Business Partners and Authorised Resellers.

B. Dealing with Governmental/Political Officials

Given the potentially significant risks posed by business relationships with Governmental/Political Officials or a company in which a Governmental/Political Official is an owner, transactions involving such persons or companies must be reviewed and approved in advance by the David Brown Santasalo Group's CEO or Group Head of Compliance. The reviewing individuals shall determine whether a due diligence review of the individual or entity at issue is appropriate. In all cases, the David Brown Santasalo Group's CEO or Group Head of Compliance should consult with the David Brown Santasalo Legal Department.

C. Joint Ventures, Teaming and Similar Agreements

Because David Brown Santasalo Group may be held liable for corrupt activities on the part of its joint venture and teaming partners, it will take steps in so far as it is able to do so, to require joint ventures in which it is not the controlling partner to comply with the terms of the Policy by implementing adequate policies and internal control procedures to ensure compliance with Global Anti-Corruption Laws.

VIII. COMPLIANCE BY DIRECTORS AND EMPLOYEES

A. Training of Personnel

The Company will provide appropriate periodic training (at least once every year) on the Global Anti-Corruption Laws and this Policy for its directors, marketing, sales, financial and other personnel who are involved with financial or other controls issues or other activities covered by the Global Anti-Corruption Laws.

Any new directors or employees given responsibilities involving the functions listed above should

receive a copy of this Policy at orientation and will be trained on this Policy within forty-five (45) days of being hired or given new responsibilities, or if that is not practicable, then as soon as reasonably possible.

B. Annual Director and Employee Certifications

Each director and employee with responsibilities involving the functions listed above under VIII.A. must complete an annual anti-corruption compliance certificate in the form provided in Exhibit N *Employee Certification with Anti-Corruption Policy Compliance*.

C. New Hires

As part of the hiring process of any new director or employee with responsibilities involving the functions listed above under VIII.A, the Company must inquire about the individual's relevant background to the extent permissible under applicable law. The Company must obtain references and make any offer of employment conditional upon disclosure of: (a) any unspent criminal record or indictment of the individual; and (b) any civil or administrative penalty or pending investigation relating to unethical activities of the individual, in accordance with and as permitted by applicable laws. If any negative information is discovered through this process, the CEO must be advised of the information and must approve the candidate before the candidate may be hired.

D. Records of Compliance Efforts

David Brown Santasalo Group will keep records of its training (including a list of required and actual attendees and copies of materials presented) with respect to the Global Anti-Corruption Laws and director and employee certifications. The Company will also maintain records of any employee bribery related compliance issues raised, and the resolution of each issue, including any disciplinary action taken.

E. System of Upstream Reporting

Any employee who suspects or knows of a violation of this Policy has the responsibility to report the matter to one or more of the following: the individual's supervisor, the David Brown Santasalo Group CEO or Group Head of Compliance, the Whistleblowing or Compliance Helpline (details of which are available via the DBS intranet), or the David Brown Santasalo Legal Department. The David Brown Santasalo Group CEO or Group Head of Compliance must report violations of this Policy to the David

Brown Santasalo Legal Department, which will assist and advise on how to respond appropriately to the information.

F. Appropriate Response to Violations or Compliance Program Weaknesses

David Brown Santasalo Group shall respond appropriately to any significant issue raised under this Policy or the procedures established by this Policy, or any weakness in its compliance program. An appropriate response to issues may include an independent investigation and potentially disciplinary action. This disciplinary action may extend to the termination of directors, employees, Business Partners and Authorised Resellers who (a) violate this Policy or related compliance procedures, (b) fail to report such violations, (c) retaliate against others who report such violations, or (d) fail to enforce this Policy. Any weakness in the compliance program will be addressed by enhancing the Company's policies, procedures and controls.

IX. RECORD-KEEPING

This Policy expressly prohibits the falsification of corporate books, records or accounts, and prohibits all officers, directors and employees from making false, misleading, or incomplete statements to any accountant in connection with any audit or examination of the Company's financial statements or the preparation of required reports.

To document compliance with the requirements of the Global Anti-Corruption Laws, a record of compliance must be maintained. Therefore, the Company will establish appropriate files of memoranda, correspondence, certificates, reports, questionnaires and other documents that relate to compliance with this Policy and the Global Anti-Corruption Laws. At a minimum, the documentation of the due diligence and required approvals for a Business Partner or Authorised Reseller will be retained throughout the Company's relationship with the Business Partner or Authorised Reseller, and for five years after the termination or expiration of the relationship, or longer if required under applicable local law.

X. INTERNAL CONTROLS, MONITORING AND BOARD REPORTING

David Brown Santasalo Group is required to have sufficient internal controls for business reasons. Additionally, such internal controls aid in the detection and prevention of violations of Global Anti-

Corruption Laws. Accordingly, the Company is required to:

- (a) make and keep books, records, and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the issuer; and
- (b) devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that -
 - (i) transactions are executed in accordance with management's general or specific authorization;
 - (ii) transactions are recorded as necessary:
 - to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and
 - to maintain accountability for assets;
 - (iii) access to assets is permitted only in accordance with management's general or specific authorisation; and
 - (iv) the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

The David Brown Santasalo Internal Audit function will independently review and evaluate internal accounting and other controls on a regular basis to help assure compliance with established policies and procedures. The reviewing auditor should consult with the DBS Group Compliance team for guidance on both the anti-bribery provisions and the record-keeping and internal controls provisions of the Global Anti-Corruption Laws. Their reviews and other activities will include consideration of global anti-corruption compliance, including compliance with this Policy.

The Company's monitoring activities, led or performed by the Group Head of Compliance, should also encompass consideration of:

- Governmental changes in countries in which the Company operates
- Incidents of bribery and whether they highlight weaknesses in existing controls
- Negative press reports

- Staff surveys, questionnaires and feedback from training
- Other organisations' good and bad practices that may be highlighted by trade bodies or regulators
- External verification or assurance of the effectiveness of anti-bribery procedures
- Periodic reviews and reports on monitoring activity for top level management and the board.

XI. FURTHER GUIDANCE

For further information or guidance please contact: David Brown Santasalo's Group Head of Compliance or Group Compliance Manager.

David Armitt

DAVID ARMITT, Chief Executive Officer

Version Control

Code version	Date of revision and publication	Record of Change / Action
2.0	01.02.2022	
3.0	13.05.2026	Review, job title and terminology amendments and rebrand