

Anti-Corruption Policy of the Encavis Group

This Anti-Corruption Policy (hereinafter "Policy") is intended to sensitise all employees of the Encavis Group (hereinafter "Encavis") to the risks of corruption and at the same time to provide guidance and assistance in preventing and combating corruption, in connection with the granting or acceptance of invitations or gifts in business transactions.

The Code of Conduct of Encavis GmbH (hereinafter referred to as "Encavis") contains basic anti-corruption rules that are regulated in greater detail by this guideline.

1. Scope of application

This policy applies to every business transaction, to all business partners, authorities and third parties as well as to all internal Group transactions at Encavis. The rules and measures set out in this policy apply to both passive corruption (e.g. bribery) and active corruption (e.g. bribery).

Furthermore, the guideline applies to all bodies and employees, regardless of management level or function at Encavis. In the following, all these persons are summarised under the term "employees". Companies of the Encavis Group within the meaning of this guideline are all companies in which Encavis directly or indirectly holds more than 50 per cent of the shares.

Stricter national or locally applicable anti-corruption regulations take precedence over the rules of this guideline. Furthermore, the rules of this policy are binding for employees even if national or locally applicable legal regulations provide for less stringent anti-corruption measures and rules of conduct. Such differences exist in particular in the case of payments to public officials and facilitation payments.

2. Principles and responsibility

Encavis requires employees and authorised third parties to refrain from any form of corruption, to intervene against it and to take all necessary measures to prevent corruption in connection with Encavis' business activities. This requires not only compliance with the law, but also all actions that could give third parties the impression of corruption, even if this does not violate any laws. All employees are obliged to report conspicuous behaviour or to contact Compliance Management if they are unsure.

The Management Board or the management of the respective Encavis Group company is responsible for compliance with this guideline.

The obligations under this policy to prevent corruption and the prohibition of any corrupt behaviour apply to all Encavis employees worldwide, regardless of whether or not the prohibited behaviour violates the laws of a particular country.

3. Prohibition of any corrupt acts and related behaviour

Corruption is the direct or indirect granting, requesting, inducing, accepting and promising of advantages to employees or agents of current or prospective business partners, public officials or persons treated as such (public officials) in order to obtain unjustified business advantages. Examples of unjustified business advantages include in particular

- use of confidential information to the advantage of other market participants;
- order placement despite higher price or poorer quality;
- payment or acceptance of bribes; or
- giving personal gifts outside of work, e.g. inviting friends or family to dinner, weekend trips, sporting events, trips abroad, etc.

For public officials or equivalent persons, an advantage for the performance of duties that is not permitted under the official regulations of the public official may be punishable by law, even if no unauthorised advantages are obtained or the public official is not induced to breach his or her official duties.

The target person does not have to receive the benefit directly. Benefits that flow to third parties but are of importance to the target person may also be punishable. Examples of this include donations to a sports club or a charitable organisation or cultural institution in accordance with the target person's wishes and benefits to or for the benefit of family members or similarly related persons.

Employees are reminded that criminal liability for corruption does not require that prohibited benefits have been provided or received. Rather, the offer or promise or the inducement or solicitation of benefits for an unauthorised purpose is already punishable as a completed offence.

Corrupt payments are usually made in a concealed form from funds that are not subject to proper financial control within the company (so-called "slush funds") and in such a way that the appearance of legal business activities is maintained to the outside world. Corruption is therefore often associated with other criminal offences, such as tax evasion (bogus invoices as operating expenses), embezzlement (creating or tolerating slush funds), fraud (bogus invoices), money laundering (payments to bogus addresses, letterbox companies or on bogus invoices) or betrayal of business secrets (preferential information in bidding situations).

The behaviour prohibited under this Directive and the duties of care and control required in this Directive to prevent corruption therefore extend not only to the direct measures for granting or demanding advantages, but also to the associated preparatory and deceptive acts and omissions (such as lack of accounting controls) in accounting, accounts payable management, margin calculation, purchasing, bid or tender preparation or order or project design.

4. Global application of anti-corruption laws

It is expressly pointed out that corrupt behaviour in connection with business activities is now punishable by law almost worldwide and that the criminal laws of one country can also be applied to acts of corruption in other countries if

- such acts originated from the state concerned,
- were initiated or supported from there,
- nationals of that state were involved or
- acts of corruption abroad harm the interests of that state

5. Obligations under German law

This guideline takes account of the legal requirements under German law. From the German Criminal Code (StGB), these are in particular Section 299 StGB (bribery and corruption in business transactions), Section 299a StGB (bribery in the healthcare sector), Section 331 StGB (acceptance of benefits by public officials), Section 332 StGB (passive bribery of public officials), Section 333 StGB (granting of benefits to public officials), Section 334 StGB (active bribery of public officials), Section 108e StGB (bribery of members of parliament). In addition, the criminal provisions relating to Section 261 StGB (money laundering) and Section 266 StGB (breach of trust) are considered, as well as corporate due diligence obligations for commercial traders in goods arising from the German Money Laundering Act, the Fiscal Code of Germany and the tax requirements for proper invoices.

6. Obligations under the UK Bribery Act

The UK Bribery Act of 2010 criminalises the bribery of domestic and foreign public officials as well as bribery in business transactions. The Act obliges companies to take organisational measures to prevent corruption and provides for penalties both against individuals and - in the event of a breach of organisational duties - against the responsible company itself. If a German company conducts business activities in the UK ("carries on a business or part of a business"), it may be subject to British criminal prosecution if it is responsible for foreign bribery due to a lack of sufficient due diligence measures because of "close links" to the UK, even if the actual place of offence is not in the UK or no British unit of the German company or its employees were involved in the bribery.

7. Bribes

At Encavis, bribes in any form are prohibited and will not be tolerated.

8. Organisational and control obligations

Any form of corruption in connection with business activities can have serious consequences for Encavis. In addition to considerable reputational damage, this can include criminal and fine proceedings as well as corresponding penalties and/or fines against employees and/or third parties involved, high fines against Encavis and/or responsible employees.

In Germany, fines of up to 10 million euros can be imposed on Encavis and up to one million euros on individual employees. In addition, the additional proceeds that Encavis has made from the corrupt activities can be confiscated by the state (on a gross basis without taking costs into account) and contracts can be suspended. Personal fines may not be reimbursed by Encavis. Employees therefore bear primary responsibility, within the scope of their assigned duties, for preventing corrupt activities, investigating all indications of possible corruption, reporting these immediately to Compliance Management and ensuring to the best of their ability that procedures are observed or introduced to prevent the conditions for corruption.

Encavis' Compliance Management supports and advises employees in fulfilling this responsibility by providing professional knowledge, defining and introducing binding standards, counselling and training activities. If, in its judgement, it should be necessary due to possible corruption risks about actual or potential incidents or as part of the follow-up management of such cases, it is also authorised to issue instructions to employees and to collect all information that it deems useful for the assessment, control or management of

compliance risks in relation to Encavis.

This creates a special, separate responsibility, authority to act and authority to issue instructions for compliance management at Encavis to prevent compliance risks. However, this neither cancels nor reduces the primary responsibility of employees to prevent corruption within their professional area of responsibility as described above.

9. Management responsibility

The Spokesperson of the Executive Board is responsible for the compliance management system and reports regularly to the Chairman of the Supervisory Board and the Chairwoman of the ESG and Audit Committee.

10. Reporting channels

Encavis encourages all employees and third parties to ask questions and make reports if they observe suspicious behaviour. Information from employees and third parties is an important tool for preventing corruption.

Possible violations can be reported via the following reporting channels:

- Your own manager or another manager
- The internal reporting office
- The whistleblower [system](#)
- Compliance management

Encavis does not tolerate any form of retaliation against employees who report suspected violations in good faith. Encavis protects whistleblowers and keeps their identity anonymous.

11. Consequences in case of violation

Violations of this policy will be taken seriously. Encavis will consistently pursue and appropriately penalise violations of this policy. Depending on the severity of the offence, the consequences may range from a warning to termination of employment.

12. Disclosure

Encavis reports annually on specific aspects of the anti-corruption programme in its sustainability report. This policy is reviewed and updated annually to ensure that it complies with current legal requirements.



Mario Schirru
CEO of Encavis GmbH