

# Anti-Bribery Policy



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# 1 - Scope of the Anti-Bribery Policy

## 1.1 - Statement

This Anti-Bribery Policy (the "**Policy**") defines the minimum standards that each employee of the Linxens group, including the entities that it owns and the entities in which it holds a majority interest (hereinafter as "**Linxens**" or the "**Group**") must observe when dealing with Government Officials and/or any other Persons in the course of its business. Each Linxens entity or employee will only conduct business in compliance with the applicable laws and this Policy.

All the Group's employees, as well as any party working on the Group's behalf, must not make or accept, offer to make or to accept, or promise to make or to accept any Bribery, whether or not any benefit is actually received. No Bribe may be provided, offered or accepted to or from any Person in exchange for recommending, purchasing, supplying or administering the Group's products or for a commitment to continue to do so. Nothing may be offered, provided or accepted in a manner or on conditions that could have an inappropriate influence on a Person's action or conduct, or that would create the appearance of doing so. For the sake of clarity, in addition to prohibiting active Bribery, this Policy also prohibits passive Bribery on the part of the Group's employees. Passive Bribery consists of the requesting, agreeing to receive, or accepting of an improper payment or benefit-in-kind so that an external party (such as a vendor, supplier, and/or their representatives) may obtain or retain the Group's business or secure any improper advantage with the Group.

References to "**you**" in this Anti-Bribery Policy refer to each of the Group's officers, administrators, employees, directors, and Agents and Business Partners, all of whom have a duty to report violations and suspected violations of this Code. Procedures for doing so are set forth in Section 8.2.1 below.

To assist the reader, a glossary of defined terms can be found at the end of this Policy.

## 1.2 - Interactions with Government Officials and Private Operators

All interactions of the Group with Government Officials and private operators must comply with this Policy, the Linxens Corporate Social Responsibility Code of Conduct, as well as with all applicable laws, rules, and regulations. All such interactions must adhere to the Group's commitment to act in compliance with the

highest ethical standards and to conduct business honestly and legally, and Linxens' employees should not create the appearance of impropriety regardless of whether there was any improper intent.

## 1.3 - Record Keeping Requirements

Linxens must maintain records of all transactions with Persons in accordance with applicable laws and financial standards and as further described in Section 7 below.

## 1.4 - Compliance with the most restrictive requirement

If any local laws, Linxens' policies or other regulations in a particular country or region are more restrictive on this subject, or require government approval of the transaction, then all the Group's employees, Affiliates or representatives, including any contract workers, distributors, sales representatives, agents, intermediaries, representatives, consultants, teaming partners, contractors and suppliers, consortia, and joint venture partners (collectively "**Agents and Business Partners**"), operating in that country or region must fully comply with the more restrictive requirements.

## 1.5 - Application scope of this Policy and Duty to Report

This Policy applies to all directors, officers, and employees, as well as all outside parties acting on behalf of the Group, including but not limited to all Agents and Business Partners. It is the duty of every Group officer and employee to ensure that the Agents and Business Partners are informed about and follow this Policy.

In order to exercise reporting functions in the event of a breach of any provision of this Policy, whether by an individual or a legal entity, employees are invited to speak to their direct supervisor or a higher level when necessary, or to use the [whistleblowing system](#) as further described in Section 8.2.1 below.

## 2 - Bribery

### 2.1 - Principles

No Bribe must be given to or accepted from any Person. The mere offering to make or accept a Bribe is unacceptable. The key feature of a Bribe is the intent to influence that Person corruptly and improperly to do some act that benefits or may benefit a company (i.e. the gaining an "improper business advantage"). The Group understands that some cultures view the exchange of gifts and entertainment as cornerstones of building productive business relationships. Nevertheless, all such activities must be conducted in accordance with this Anti-Bribery Policy and should avoid the appearance of improperly attempting to influence the Person's action or conduct.

### 2.2 - In keeping with this directive and for illustrative purposes:

- Payments in cash or cash equivalents must not be offered or provided to or accepted from Persons regardless of the purpose for such payment.
- Personal gifts must not be offered or provided to or accepted from Persons, with the exception of cultural courtesy gifts or of a token value. Offering or accepting gifts of other nature should be preapproved in writing as described in Section 3 below.
- Irrespective of its nature or amount, a gift should not be used a disguised means to offer or make an improper payment.
- The purpose and focus of any company sponsored meetings, symposia, congresses or other promotional gatherings to which any Person are invited must be official (see Section 3).
- Travel and travel related hospitality when extended to any Person is subject to strict limitations and preapproval requirements as further detailed below.
- Hospitality extended to any Person should be limited to refreshments and/or meals incidental to the main purpose of the meeting and/or event to which such Person has been invited, and should be moderate and reasonable as judged in particular by local standards.
- The Group will not pay travel and hospitality costs associated with any guests and/or relatives of any Person.
- No stand-alone entertainment or leisure activities, or tickets for such entertainment or leisure activities, other than meals, may be offered.

- Interactions with any Person should reflect well on the Group and to avoid the appearance of impropriety.
- Any charitable contributions in the name of the Group must be permitted under the applicable law and made to a bona fide organization that is not affiliated with or sponsored by a Person, his/her family members or associates.
- No personal funds may be used to cover expenses related to professional interactions with any Person.

No third parties acting for and/or on behalf of the Group may be engaged to do anything that would be prohibited under this Policy.

### 2.3 - Reminder

A Person would be improperly influenced to act favorably towards another Person, no matter how small in value the benefit if:

- he/she would not have so acted if the benefit was not given, or the benefit was given to increase the chances that he/she would take such action; and
- he/she had the choice to act or not and makes a decision – at least in part – based on the benefit.

### 2.4 - Examples

1 - Some examples of improper business advantage include but are not limited to, when a Person:

- awards a contract;
- overlooks a violation or tolerates non-compliance with relevant laws (e.g., environmental or worker safety laws);
- gives advanced notice for when a surprise inspection will take place;
- shares non-public information that is not a part of the official's duties or responsibilities.

2 - Some examples of suspicious circumstances include but are not limited to the following:

- when a Person with whom the Group is dealing has a reputation for receiving questionable payments;
- a proposition for a "quid pro quo" arrangement by a Person;
- a request for a payment in cash, whether or not to an offshore account, or through a third party;
- an agent or distributor proposed to act for the Group refuses to provide written assurances or to accept a contractual covenant that he or she will not make any improper payments.



## 3 - Pre-Approval

### 3.1 - Principle

Written pre-approval will be required under the conditions described in this Policy when an invitation to a Person involves travel and other sponsorship, entertainment, gifts go beyond the principles and limits defined hereunder. The Linxens CEO or Chief Compliance Officer must approve any exceptions to this Policy, as follows.

### 3.2 - Travel and Other Sponsorship

**3.2.1** From time to time, the Group's employees may wish to invite or sponsor third party Persons to attend meetings (including conferences, symposia, congresses and similar events, collectively "**Events**") that have an educational, professional, scientific or fact-finding purpose and are organized by the Group and/or third parties such as industry associations or groups. The Group's employees may invite such Person(s) to such Events and/or sponsor him/her provided such visits and related financial support is (1) permitted by local law and industry code operating in such person's country and business organization; and (2) in compliance with this Policy.

**3.2.2** The prescribed travel authorization form duly completed and submitted for approval to sponsor a Person to travel will only be considered for approval upon a demonstration that it complies with requirements of this section. Before seeking such authorization, you must ensure that the requirements of this Section are met.

**3.2.3** The Group's support for attendance by a Person at Events shall be limited to the heads of expenses claimable in accordance with the adequate policies and subject to related procedures. Where practicable, all financial support should be paid directly to the relevant vendors or to the Person's employer rather than to the Person himself/herself. Where the financial support must be provided directly to the Person, it shall be provided in the form of reimbursement supported by documentation acceptable to the Group, including valid original third-party invoices or receipts evidencing expenditure for which reimbursement is requested. The Group shall not provide a Person with spending money, "pocket money," or any other type of upfront cash allowance. No payments are made to compensate for time spent attending the event or traveling to the Event.

### 3.3 - Entertainment

In all instances where business entertainment may be required, the following guidelines must be followed:

- The entertainment expenses must be permitted under local government organizational rules, regulations or policies that apply to the Person;
- Business entertainment shall not be a disguised Bribe;
- Entertainment must be reasonable, measured against (1) the prevailing market rates for similar expenditures; (2) the amount of the expenditure compared to the Person's salary; and (3) custom, both locally and within the industry (lavish or expensive travel or entertainment is prohibited);
- Entertainment shall not cause embarrassment to the Group or damage its reputation;
- Entertainment must be provided in an open and transparent manner (for example, by providing the supervisor(s) of the invited party with a formal written invitation that lays out the nature of the expenses and requires a written response);
- All expenditures must be accurately booked in the Group's books and records must be duly maintained pursuant to this Policy.

### 3.4 - Gifts

In general terms, in order to avoid any ambiguity in business relationships and to avoid any dependencies, only cultural courtesy gifts or of a token value may be accepted or given. All other gifts must be refused.

### 3.5 - Government Officials as Consultants

From time to time the Group may wish to engage the services of a Government Official for a scientific project or purpose. For example, the Group may wish to use the consulting service provided by a university professor or design institute on some specific technical subjects. Arrangements whereby the Group agrees to pay the Government Official are permissible as long as they are for legitimate services actually rendered and are not mere stand-ins for Bribes. Group employees contemplating such arrangements should follow this Policy carefully and avoid creating the appearance of impropriety. Use of other third parties – Agents and Business Partners is addressed in Section 6 below.

### 3.6 - Requirements

- 3.6.1** Consulting fees on specific technical subjects may be paid to Government Officials as long as:
- The arrangement is permitted under local law and/or regulation of the jurisdiction in which the Government Official serves is licensed or employed;
  - The consultant is respected as a key or emerging technical expert of relevant area or specialty;
  - The purpose of the agreement is legitimate, namely to have the Government Official provide consulting services on technical, scientific, or other educational subjects, and not to disguise what would otherwise be impermissible payments under this Policy;
  - The consultant's fees must be fair market value hourly rates or task-specific rates consistent with local norms and reflective of the true value of the consultant's services;
  - Reimbursement for travel and other expenses must comply with this Policy, and no reimbursement will be made for time spent traveling to or from an event at which the consultant was invited to visit for the purpose of his/her service.
  - The necessary documentation, described below, is maintained.

**3.6.2** Compensation paid to a consultant should be consistent with the fair market value for comparable services in the jurisdiction in which the consultant normally practices. Consulting fees or other payments should be reasonable in light of the level and length of expected service. Factors to be considered include type of service provided, qualifications of consultant, complexity of the technical subject, overnight stays, and length of the service.

**3.6.3** Every agreement to pay a Government Official must be documented through an executed written contract or letter and through retention of research materials, meeting agenda, consulting report or other evidence showing that services were actually performed in exchange for the payment. The fees paid must be tracked and documented according to standard company financial procedures. In addition, all written agreements and/or letters must be maintained together with the required documentary evidence that the consulting services were actually provided (e.g. research materials, meeting agenda, consulting report) for a minimum of five years.



## 4 - Charitable Donations

Bona fide donations made in accordance with this Policy are not Bribes because they are made for a purely charitable purpose. While charitable donations may be allowed under this Policy, any political contributions are not allowed except where permitted by law and approved as provided below.

To ensure that no donation is used to camouflage a Bribe, and that no donation can be misconstrued as a Bribe, any charitable donation given on behalf of Linxens should comply with the following guidelines:

- Any request for a donation must be made in writing and must sufficiently describe the charitable purpose of the donation, any business reason for the donation, and all details about the recipient.
- The recipient must be screened to determine that it is a legitimate charitable organization.
- **The donation must be approved in writing and in advance by the relevant Business Unit Senior Vice-President, the CEO and/or the Chief Compliance Officer.**
- The recipient must issue a written receipt of the donation specifying the amount and warranting that the donation will not benefit, directly or indirectly, any Government Official.
- The donation must be accurately recorded in Linxens' books and records pursuant to Section 7.



## 5 - Facilitating Payments

In some countries, it may be the local practice for businesses to make payments of small amounts to low-level Government Officials in order to expedite or "facilitate" routine government actions over which such officials have no discretion. Examples of routine, non-discretionary actions include granting visas or clearing customs. Such payments are called "facilitating payments".

Paying of facilitating payments in any mode, whether legal or not in a country, is prohibited under this Policy.

## 6 - Third Parties

Bribery problems often involve third parties. As stated in Section 1.5, any Agent and/or Business Partner must also comply with this Policy. Because anti-bribery laws prohibit direct but also "indirect" payments and offers, Linxens may be held liable for the conduct of third parties such as the Agents and Business Partners when we know or reasonably should have known of the unlawful conduct.

Therefore, Linxens must only engage with third parties if:

- there is a legitimate need for the services or goods that they provide;
- there is a written contract, provided that before entering into such contract, the relevant department at Linxens is involved in order to conduct a reasonable due diligence regarding the third parties, and
- the compensation to third parties must be commercially reasonable and commensurate with the tasks that they actually undertake.

## 7 - Record-Keeping

Linxens undertakes to make and keep books, records, and accounts that in reasonable detail, accurately and fairly reflect the Group's transactions and assets, and it must devise and maintain an adequate system of internal accounting controls sufficient to ensure that transactions are executed in accordance with management authorizations, and are correctly recorded and reviewed. No accounts may be kept "off-book" in order to facilitate or conceal improper payments.

All expenditures including gifts, educational items, hospitality, charitable donations, educational grants and any other payments must be accurately and reliably reported and recorded. All accounting records, expenses reports, invoices, vouchers, and other business records must be accurately and fully completed, properly retained, and reliably reported and recorded. Undisclosed or unrecorded funds, accounts, assets or payments must not be established or retained for any purpose. Circumventing or evading or attempting to circumvent or evade the Group's internal accounting controls is prohibited.

The Group will only pay reimbursements for goods, services, or other expenditures that are fully and properly supported by third party invoices or receipts. Expenditures incurred in China must be supported by original "fapiao" (发票). With the exception of normal and customary petty cash requirements, cash transactions in connection with the Group business are to be avoided.

## 8 - Exceptions, Reporting and Sanctions

### 8.1 - Exceptions or exceeding the limits

Transactions significantly exceeding the limits herein are permissible only on rare occasions and when supported by appropriate approvals and justifications. All such approvals should be requested in writing and granted before the transaction occurs.

### 8.2 - Reporting and Sanctions

#### 8.2.1 - Reporting

Linxens encourages and secures reporting from employees, suppliers, customers and other stakeholders (the "Reporter") should they believe that a conflict arises between Linxens' operations and this Policy, through a whistleblowing system, ensuring anonymous reporting and protecting the Reporters from discriminatory sanctions.

For the sake of clarity, all Persons to whom this Policy applies are protected by law from retaliation for reporting violations, suspected violations, or other alleged activities

outside or inconsistent with this Policy or for participating in procedures connected with an investigation, proceeding or hearing conducted by Linxens or a government agency with respect to such complaints.

Linxens will take disciplinary action up to and including the immediate termination of any employee or contract worker who retaliates against another employee, contract worker or third party for reporting any violation, suspected violation, or other alleged activities outside or inconsistent with this Policy.

For more information please consult the Linxens Whistleblowing Policy.

#### 8.2.2 - Sanctions

Failure to comply with any provision of this Policy is a serious violation.

Over and above any legal consequences, any employee who does not comply with this Policy may be subject to disciplinary action.





# Glossary

**Affiliate** means an entity which is controlled by Linxens, or which is under the common control with Linxens, and "control" means the direct or indirect ownership of more than 50% of the shares or interests entitled to vote for the directors thereof or the equivalent, for so long as such entitlement subsists, or equivalent power over management thereof.

**Bribery or a Bribe** means giving, offering or receiving an improper benefit with the intention of influencing the behavior of someone to obtain or retain a commercial advantage. Bribery can take a variety of forms including without limitation, loan, gift, lavish trip or entertainment, donation or payment, grants, scholarships, subsidies, support, promises of future employment, tangible and intangible property, consulting contracts or educational or practice related items, or any other thing of value directly or indirectly, in cash or in kind, and includes any improper offers and/or payments.

**A Government Official** is any officer or employee of a government or any department, agency, or instrumentality thereof, or of a public international organization, or any Person acting in an official capacity for or on behalf of any such government or department, agency, or instrumentality, or for or on behalf of any such public international organization and includes Persons, regardless of rank or title.

**A Person** includes a Government Official, human individual, body corporate, firm, labor organization, partnership, association, corporation, legal representative, trustee and receiver.

