

ANTI-CORRUPTION AND BRIBERY POLICY

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1. Purpose

- 1.1 Royal Terberg Group is committed to conducting its business in ethical and responsible manner and as a result, promotes an organizational culture from the top down that will not tolerate any violation of the Royal Terberg Group's Code of Conduct (referred as 'Code'). The Code requires all employees, directors, officers, board members, consultants and other personnel working under Royal Terberg Group's direction (referred to in this Code as 'RTG People') to act in accordance with local legislation and to do business in a fair and honest way.
- 1.2 The purpose of this Anti-Bribery and Anti-Corruption Policy (referred as 'Policy') is to prevent, detect, and address any forms of bribery, corruption, or unethical conduct. It aims to ensure that all RTG People conduct their activities with integrity, transparency, and in compliance with applicable laws and regulations.
- 1.3 This policy protects the organization's reputation, minimizes legal and financial risks, and fosters a culture of ethical behaviour, accountability and trust. Additionally, the policy supports adherence to international anti-corruption laws, such as the UK Bribery Act and the US Foreign Corrupt Practices Act (FCPA), and promotes a fair business environment.
- 1.4 This Policy applies to all RTG People and all persons working in companies in which Royal Terberg Group has an interest worldwide. This policy will be made available on the Royal Terberg Group SharePoint and/or the local SharePoint of the subsidiaries.
- 1.5 Any local/national deviations to this policy due to local/national legislation and/or industry needs, are captured in a local addendum to this policy.
- 1.6 Any translations of the policy are for informational purposes only.

2. Compliance statement

- 2.1 Royal Terberg Group takes a zero-tolerance approach to bribery and corruption and are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery and corruption.
- 2.2 Royal Terberg Group takes its legal responsibilities very seriously and will uphold the laws relevant to countering bribery and corruption in the jurisdictions in which it operates.

3. Ownership, review and approval

- 3.1 Group Legal & Tax is owner of this Policy.

3.2 Any changes to this Policy must be reviewed by Group HR and approved by Royal Terberg's Board of Directors.

4. **About this policy**

4.1 The purpose of this policy is to:

- (a) set out the responsibilities of the Royal Terberg Group, and of those working for and on its behalf, in observing and upholding the organization's position on bribery and corruption; and
- (b) provide information and guidance to those working for and on behalf of the Royal Terberg Group on how to recognise and deal with bribery and corruption issues.

5. **Definitions**

5.1 **Bribery** is offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage.

- (a) An **advantage** includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value.
- (b) A person acts **improperly** where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind.

It is a criminal offence to offer, promise, give, request, or accept a bribe. The consequences of the criminal offence may differ from country to country, but could result in imprisonment and/or a fine. Organizations that fail to prevent bribery can face an unlimited fine, exclusion from tendering for public contracts, and damage to their reputation.

Examples:

Offering a bribe: You offer a potential client tickets to a major sporting event, but only if they agree to do business with us.

This would be an offence as you are making the offer to gain a commercial and contractual advantage. We may also be found to have committed an offence because the offer has been made to obtain business for us. It may also be an offence for the potential client to accept your offer.

Receiving a bribe: A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in our organisation to ensure we continue to do business with them.

It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

Bribing a foreign official: You arrange for the business to pay an additional "facilitation" payment to a foreign official to speed up an administrative process, such as clearing our goods through customs.

The offence of bribing a foreign public official is committed as soon as the offer is made. This is because it is made to gain a business advantage for us. We may also be found to have committed an offence.

5.2 **Corruption** is the abuse of entrusted power or position for private gain.

5.3 **Facilitation payments**, also known as "back-handers" or "grease payments", are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example, by a government official).

5.4 **Kickbacks** are typically payments made in return for a business favour or advantage.

5.5 **Third party** means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

6. **What you must not do**

It is not acceptable for any individual working on behalf of Royal Terberg Group to:

- (a) give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- (b) give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- (c) accept a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that it will provide a business advantage for them or anyone else in return;
- (d) offer or accept a gift to or from government officials or representatives, or politicians or political parties;

- (e) threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this policy; or
- (f) engage in any other activity that might lead to a breach of this policy.

7. Facilitation payments and kickbacks

- 7.1 Royal Terberg Group does not make, and will not accept, facilitation payments or "kickbacks" of any kind.
- 7.2 RTG People must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by Royal Terberg Group or on its behalf, or that might suggest that such a payment will be made or accepted. If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with your manager or Group Legal.

8. Gifts, hospitality and expenses

- 8.1 This policy allows reasonable and appropriate hospitality or entertainment given to or received from third parties, for the purposes of:
 - (a) establishing or maintaining good business relationships;
 - (b) improving or maintaining our image or reputation; or
 - (c) marketing or presenting our products and/or services effectively.
- 8.2 The giving and accepting of gifts is allowed if the following requirements are met:
 - (a) it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
 - (b) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
 - (c) it is appropriate in the circumstances, taking account of the reason for the gift, its timing and value. For example, it is customary for small gifts to be given at Christmas with a value below EUR 50,-;
 - (d) it is given openly, not secretly; and
 - (e) it complies with any applicable local law.

- 8.3 Promotional gifts of low value such as branded stationery to or from existing customers, suppliers and business partners will usually be acceptable.
- 8.4 Reimbursing a third party's expenses, or accepting an offer to reimburse our expenses (for example, the costs of attending a business meeting) would not usually amount to bribery. However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay or the hotel stay of non-Royal Terberg People) is generally not acceptable.
- 8.5 Royal Terberg Group appreciates that practice varies between countries and regions and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered.

9. Record-keeping

- 9.1 Royal Terberg People must declare and keep a written record of all hospitality or gifts given or received. All expenses claims relating to hospitality, gifts or payments to third parties in accordance with our expenses policy and record the reason for expenditure must be submitted.
- 9.2 All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

10. How to raise a concern

- 10.1 Raising concerns about any issue or suspicion of bribery or corruption at the earliest possible stage is encouraged.
- 10.2 If you are offered a bribe, or are asked to make one, or if you believe or suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must notify Group Legal or report it in the Whistleblowing channel as soon as possible.
- 10.3 If you are unsure about whether a particular act constitutes bribery or corruption, raise it with Group HR or Group Legal.

11. Potential risk scenarios: "red flags"

- 11.1 The following is a list of possible red flags that may arise during the course of you working for Terberg and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

11.2 If you encounter any of these red flags while working for Terberg, you must report them promptly to Group Legal or use the Whistleblowing channel:

- (a) you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- (b) you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- (c) a third party insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a government function or process for us;
- (d) a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- (e) a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- (f) a third party requests an unexpected additional fee or commission to "facilitate" a service;
- (g) a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- (h) a third party requests that a payment is made to "overlook" potential legal violations;
- (i) a third party requests that you provide employment or some other advantage to a friend or relative;
- (j) you receive an invoice from a third party that appears to be non-standard or customised;
- (k) a third party insists on the use of side letters or refuses to put terms agreed in writing;
- (l) you notice that we have been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- (m) a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us;
- (n) you are offered an unusually generous gift or offered lavish hospitality by a third party.

12. Protection

- 12.1 Individuals who refuse to accept or offer a bribe, or who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. At Royal Terberg Group, we aim 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.

13. Training and communication

- 13.1 Training on this policy forms part of the induction process for all RTG People and regular, mandatory training will be provided as necessary.
- 13.2 Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter.

14. Breaches of this policy

- 14.1 Any employee who breaches this policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct.
- 14.2 We may terminate our relationship with other individuals and organisations working on our behalf if they breach this policy.