



# **ANTI-CORRUPTION POLICY – BUSINESS PARTNERS**

**November 2025, V1**

**GENERAL STATEMENT**

It is Scan Global Logistics Group's ("SGL," "we," or "our") policy to conduct all of our business honestly and ethically. We take a zero-tolerance approach to bribery and corruption. We are committed to acting professionally, fairly, and with integrity in all our business activities and relationships, wherever we operate.

We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate, including, but not limited to, the U.S Foreign Corrupt Practices Act and the U.K. Bribery Act 2010.

The purpose of this policy is to:

- (1) set out the responsibilities and restrictions imposed on SGL's customers, suppliers, business partners, agents and others who are doing business with any SGL company ("SGL Business Partner"); and
- (2) provide information and guidance to all SGL Business Partners on how to recognise and deal with bribery and corruption issues according to this policy.

In this policy, a third party means any individual or organisation you come into contact with during your business operations with SGL. This includes, but is not limited to, actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, government and public bodies, including their advisors, representatives and officials, politicians and political parties.

Bribery and corruption are punishable for legal entities and for individuals. The consequences for SGL in case of breaches of our duties are severe and damaging for our business and our reputation. We, therefore, take our legal responsibilities seriously and expect all SGL Business Partners to do the same.

**WHO IS COVERED BY THIS POLICY**

This policy applies to all SGL Business Partners working with SGL, wherever located.

**WHO IS RESPONSIBLE FOR THIS POLICY**

This policy will be maintained by the Group Compliance Department and will be updated and distributed as needed and updated annually.

To ensure integrity of this policy, individual feedback and suggestions for strengthening the procedures are encouraged. For questions, feedback and suggestions related to this policy, please contact Henrik H. K. Christensen, Global General Counsel, (hchr@scangl.com) or Pernille Andersen, Group Compliance Officer, (compliance@scangl.com).

**WHAT IS BRIBERY**

Businesses may be faced with heightened fraud and corruption risks throughout the organisation and supply chain, including risks related to illicit financial flows, organised crime, conflict of interests, price gouging, fraudulent financial reporting, counterfeit goods and bribery, among other criminal practices.

Bribery is the offering, promising, giving, accepting, soliciting, or authorising an advantage as an inducement for an action that is illegal, unethical, or a breach of trust with the intent of gaining any direct or indirect commercial, contractual, regulatory, or personal advantage. Inducements can be in the form of money, gifts, loans, fees, rewards, or other advantages (taxes, services, donations, favours, etc.).

It is a criminal offence to offer, promise, give, request, or accept a bribe. Individuals found guilty can be punished by up to ten years' imprisonment and/or a fine and employers that fail to prevent bribery can face an unlimited fine, exclusion from tendering for public contracts, and damage to their reputation.

**GIFTS AND ENTERTAINMENT**

This policy does not prohibit customary and appropriate gifts and entertainment (given and received) to or from third parties. It is customary and accepted practice in many business relationships to offer and receive gifts. However, it is illegal to bribe a business partner or a public official, and a bribe can take many forms.

Giving anything of value – whether it is payment for a service offered for free, a substantial gift, lavish entertainment, tickets to sports or cultural events, cash or payment in goods or services or similar – may constitute a bribe.

The giving or receipt of gifts is not prohibited if the following requirements are met:

- a) it complies with local law,
- b) it does not include cash or a cash equivalent (such as gift certificates or vouchers),
- c) it is appropriate in the circumstances,
- d) taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time,
- e) it is given openly, not secretly; and

gifts or entertainment must never be offered to government officials or representatives, politicians or political parties. Public Officials are defined as persons acting in an official capacity for or on behalf of a government (national or local), including any government-controlled entity. Employees in public-funded institutions and institutions performing a public service shall be treated as Public Officials.

## **»» HOSPITALITY AND SOCIAL EVENTS**

Relationships with third parties must be based entirely on sound business decisions and fair dealing. Offering and receiving modest invitations in the local tradition and inviting business partners to restaurants and equally accepting such invitations may support a good relationship and thereby business.

Dinners and social events with business partners or public officials must always serve a business purpose.

The intention behind a gesture of appreciation must always be considered when deciding if it is reasonable and justifiable. Still, a valuable gift or luxurious entertainment may be regarded as a bribe, even if it is given without the intention of promoting malpractice from the receiving party.

## **»» ANTI-FRAUD**

SGL maintains a zero-tolerance stance towards any form of fraud, recognising that fraudulent activities undermine our ethical standards, financial stability, and the trust of our stakeholders. Fraudulent actions, including but not limited to misrepresentation of information, forgery, embezzlement, or any deceitful conduct, are strictly prohibited and may result in termination of contract and legal prosecution. A fraudulent financial report is a manipulation of vendor rebates, false sales, delaying or avoiding expenses.

## **»» WHAT IS NOT ACCEPTABLE?**

It is not permissible for any of SGL's Business Partners (or someone on your behalf) to:

- a) give, promise to give, authorise, or offer, a payment, gift, or hospitality with the expectation or hope of a business advantage in return, or to reward a business advantage already given,
- b) give, promise to provide, authorise or offer a payment, gift, or hospitality to a Government Official, agent or representative to "facilitate" or expedite a routine procedure,
- c) accept payment from a third party when you know or suspect it is offered with the expectation of a business advantage for the giving party,
- d) accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by us in return; threaten or retaliate against another worker who has refused to commit a bribery offence or who has raised concerns under this policy,
- e) offer other kinds of advantages (e.g., instructing officer on a personal basis, residential conveyancing or preparation of a will, etc.) at a reduced rate or at no cost (pro bono) with the expectation of a business advantage or
- f) engage in any activity that might lead to a breach of this policy.

**REPORT GIFTS TO AND FROM THIRD PARTIES**

Third parties will occasionally express their gratitude or appreciation to SGL or SGL's Business Partners with a gift of flowers, chocolate, wine, etc. This policy does not prohibit the receipt of such gifts, provided that the gifts are proportionate and reasonable in the circumstances.

Any concern must be discussed with the Global General Counsel of SGL.

**FACILITATION PAYMENTS AND KICKBACKS**

SGL's Business Partners do not make, and will not accept, facilitation payments or "kickbacks" of any kind. Bonus- and discount agreements offered in good faith are as a starting point legal - but may be considered a bribe ("kick back") if the agreement is meant to disqualify a competitor or meant to influence terms and conditions in your favor.

Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. In some countries, facilitation payments may be permissible according to local law and tradition. However, such payments are not allowed according to this policy.

Kickbacks are typically payments made in return for a business favor or advantage. All SGL Business Partners must avoid any activity that might lead to or suggest that a facilitation payment or kickback will be made or accepted by SGL or SGL's Business Partners.

**»» FAIR COMPETITION**

SGL's Business Partners are committed to free enterprise and fair competition. SGL's Business Partners' business must be conducted solely based on merit and open competition. SGL's Business Partners will hire suppliers, agents, or other intermediaries by careful and fair assessment only. SGL's Business Partners are legally bound to make business decisions in their company's best interests, independent of any understanding or agreement with a competitor. SGL's Business Partners will avoid any conduct that violates antitrust laws.

**DONATIONS**

SGL's Business Partners will never make contributions to political parties and only make charitable donations if they are legal and ethical under local laws and practices.

**YOUR RESPONSIBILITIES**

You must ensure that you read, understand, and comply with this policy.

All SGL Business Partners are responsible for preventing, detecting, and reporting bribery and other forms of corruption. All SGL Business Partners must avoid any and all activities that might lead to or suggest a breach of this policy.

You must notify the Global General Counsel of SGL as soon as possible if you know or suspect that a conflict with this policy has occurred or is likely to happen. For example, suppose an employee of yours offers an employee of SGL something to gain a business advantage with SGL or indicates to an employee of SGL that a gift or payment is required to secure your business. In that case, you must immediately report the incident to the Global General Counsel of SGL.

Further "red flags" that may indicate incidents of bribery or corruption are set out in Appendix A of this policy.

All incidents of breaches of this policy by SGL's Business Partners will result in immediate termination of any business relationship that you have with SGL.

In addition to the contractual consequences, employees or other associated persons might face criminal charges for bribery.



## **RECORD KEEPING**

You must keep financial records and have appropriate internal controls in place, which will provide evidence of the business reason for making payments to third parties. The records are to be kept for a period of no less than 10 years.

You must keep a written record of all hospitality or gifts accepted or offered.

All accounts, invoices, memoranda, and other documents and records relating to third parties, such as clients, suppliers, and business contacts, must be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

All record keeping must be compliant with the data protection law.

### **Conflicts of Interest**

We require all of SGL's Business Partners to maintain high ethical standards in handling conflicts of interest. You should disclose to SGL if you have a relationship with persons or firms with whom SGL does business, which might give rise to a conflict of interest.

A conflict of interest may arise for any of SGL's Business Partners. It is important to protect both SGL and all SGL's Business Partners against the appearance or suspicion that any action has been influenced by irrelevant personal considerations.

In general, a close relative of an employee should not have any business dealings with that employee, with anyone working in the employee's department, or with anyone who reports to the employee.



## **HOW TO RAISE A CONCERN**

You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries, these must be raised with the Global General Counsel of SGL.

**WHAT TO DO IF YOU ARE A VICTIM OF BRIBERY AND/OR CORRUPTION**

You must notify the Global General Counsel of SGL as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or if you suspect that you are a victim of any unlawful activity.

**PROTECTION**

Employees of SGL and SGL's Business Partners who have refused to accept or offer a bribe, or others who have a suspicion about others' breach of this policy, are encouraged to report incidents to the Global General Counsel of SGL.

SGL and SGL's Business Partners are committed to offering protection against retaliation to anybody who reports an incident or a suspicion about an incident in good faith. If you suspect that you have been the victim of retaliation, you must immediately contact the Global General Counsel of SGL.

**TRAINING AND COMMUNICATION**

All SGL's Business Partners' employees must be aware of and prepared to act in compliance with this policy. In the onboarding process, all new employees receive information and training relating to the obligations contained in this policy. All of SGL's Business Partners' employees will receive regular and relevant information and training relating to the obligations contained in this policy.

SGL and SGL's Business Partners' zero-tolerance approach to bribery and corruption must also be communicated to all suppliers, contractors, and business partners at the commencement of a business relationship and whenever it is appropriate thereafter.

**WHO IS RESPONSIBLE FOR THE POLICY?**

The Executive Management has overall responsibility for ensuring that this policy complies with our legal and ethical obligations and that all those under our control comply with it.

The Global General Counsel and the Global CFO are responsible for implementing this policy, monitoring the policy's effectiveness, conducting reviews, and interpreting the obligations contained in the policy.

Management at all levels at both SGL and SGL's Business Partners are responsible for those reporting to them regarding awareness and comprehension of this policy and for the necessary information and training.

Last review November 2025, V1

This ANTI-CORRUPTION POLICY is hereby accepted and agreed by

Company:

Date:

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Name:

Title: