



# **ANTI-CORRUPTION POLICY**

## **»» 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" and those working for us in observing and upholding our position on bribery and corruption; and
- (2) provide information and guidance to those working for us on how to recognize and deal with bribery and corruption issues according to this policy.

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.

In this policy, the third party means any individual or organization you come into contact with during your work for SGL 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.

## **»» WHO IS COVERED BY THIS POLICY**

This policy applies to all individuals working at SGL at all levels, including partners, consultants, employees (whether permanent, fixed-term, or temporary), contractors, trainees, seconded staff, homeworkers, casual workers and agency staff, volunteers, or any other person associated with us, wherever located.

## **»» WHAT IS BRIBERY**

Businesses may be faced with heightened fraud and corruption risks throughout the organization and supply chain, including risks related to illicit financial flows, organized 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 authorizing 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 take the form of money, gifts, loans, fees, rewards, or other advantages (taxes, services, donations, favors, etc.).

## **»» 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.

The giving of 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 is given in SGL's name, not as a personal gift from you,
- c) it does not include cash or a cash equivalent (such as gift certificates or vouchers),
- d) it is appropriate in the circumstances,
- e) taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time,
- f) it is given openly, not secretly; and
- g) gifts or entertainment must never be offered to government officials or representatives, or politicians or political parties, without the prior approval of the Global General Counsel.

Public Officials are defined as a person 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 suppliers and customers 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 the good relationship and thereby business.

Dinners and social events with business partners or public officials must always serve a business purpose. Restaurant bills must always be modest and not luxurious. In particular circumstances, the Global General Counsel may accept more expensive hospitality if the venue is justified by a special occasion, a special relationship, etc.

When deciding if a gesture of appreciation is reasonable and justifiable, the intention behind the gesture must always be considered. 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.



### **WHAT IS NOT ACCEPTABLE?**

It is not permissible for you (or someone on your behalf) to:

- a) give, promise to give, authorize, 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, authorize 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 offense 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 CUSTOMERS**

Clients will occasionally express their gratitude or appreciation to an SGL employee 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. Gifts of a value in excess of EUR100 must always be disclosed to the Global General Counsel.

Gifts from suppliers must always be disclosed to the Global General Counsel.



### **FACILITATION PAYMENTS AND KICKBACKS**

We 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.

If you are asked to make a payment on our behalf, you must always be mindful of the purpose of the payment and evaluate if the amount requested is proportionate to the

goods or services provided. You must always request a receipt that specifies the service or goods the payment covers. If you have any suspicions, concerns, or queries regarding a payment, you must contact Global General Counsel.

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

### **Sales Incentives, "Marketing Contributions," "Street Money" or "Bonuses"**

It is customary to support sale activities by various initiatives rewarding or promising business partners bonus or discount when certain conditions are met.

Bonus agreements (regardless of the wording of the agreement) must always be offered or accepted openly. Bonus agreements may under no circumstances involve any cash payments.

Any agreement of this kind is subject to prior written consent from the SGL CFO and the Global General Counsel.



## **DONATIONS**

We never make contributions to political parties. We make charitable donations if they are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of the Global General Counsel.



## **YOUR RESPONSIBILITIES**

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

The prevention, detection, and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All employees must avoid any and all activities that might lead to, or suggest, a breach of this policy.

You must notify the Global General Counsel as soon as possible if you know or suspect that a conflict with this policy has occurred or is likely to happen in the future. For example, suppose a client or potential client offers you something to gain a business advantage with us or indicates to you that a gift or payment is required to secure their business. In that case, you must report the incident to the Global General Counsel.

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 employees will result in disciplinary action, which could result in dismissal for misconduct. We reserve our right to terminate our contractual relationship with other workers in any incident of a breach of this policy.

In addition to the contractual consequences, employees or other associated persons might

face criminal charges for bribery.



## **RECORD KEEPING**

We must keep financial records and have appropriate internal controls in place, which will evidence the business reason for making payments to third parties. The records are kept by the CFO and the Finance Departments.

You must declare and keep a written record of all hospitality or gifts accepted or offered, which will be subject to managerial review.

You must ensure all expenses claims relating to hospitality, gifts, or expenses incurred to third parties are submitted with the specification of the character of the expense per our expenses policy.

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 our employees to maintain high ethical standards in handling conflicts of interest. Employees should disclose to a manager if they 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 employee. It is important to protect both SGL and all employees against the appearance or suspicion that any action has been influenced by irrelevant personal considerations.

The list of potential Conflict of Interests includes, but is not limited to, issues such as:

- Contracts with a company controlled by the employee
- Decisions that will affect the employee's financial circumstances or those of a close relative, e.g., regarding business with a company in which the employee has a financial stake
- Decisions that will otherwise affect the interests of an employee's close relatives
- Loans or other benefits to the employee
- Employment of the employee's close relatives

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. Exceptions to this must be approved by the Global General Counsel.

## **»» 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.

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

You must notify the Global General Counsel 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 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.

We 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.

## **»» TRAINING AND COMMUNICATION**

All 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 obligations contained in this policy. Training is conducted every two years in the global mandatory e-learning platform "Academy" together with tests which all employees must pass to finally receive a diploma for the training as documentation. All training is registered and stored digitally in the system. All employees will receive regular and relevant information and training relating to the obligations contained in this policy.

Our zero-tolerance approach to bribery and corruption must also be communicated to all suppliers, contractors, and business partners at the commencement of our business relationship and whenever it is appropriate thereafter. We emphasize that the Supplier Code of Conduct applies to all contracting parties.

## **»» WHO IS RESPONSIBLE FOR THE POLICY, RISK MANAGEMENT AND RISK ASSESSMENT?**

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 Head of ESG and Quality are responsible for implementing this policy, monitoring the policy's effectiveness, for annual reviews,

necessary updates, and for interpretation of the obligations contained in the policy.

Management at all levels is responsible for those reporting to them regarding awareness and comprehension of this policy and for the necessary information and training.

When planning, implementing, and executing strategic objectives and goals, SGL needs to account for outcomes and circumstances, that can threaten the achievement of these ambitions. To accommodate this, our Policy is created using a risk-based approach, including a yearly updated risk assessment for the relevant risks related to the policy.

The risk assessment is done based on the internal Scan Global Logistics dedicated SOP "21414 Risk Management" and using the controlled template "21585 Template – Risk Analysis" maintained in the global company "Quality Management System".

Last review December 2023



## **APPENDIX A – POTENTIAL RISK SCENARIOS: "RED FLAGS"**

The following is a list of possible red flags that may arise in contact with customers, suppliers, or other external contacts, which may raise concerns concerning anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for us, you must report them promptly to the Global General Counsel:

- 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 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"/ignore 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 customized,



- k) a third party insists on the use of side letters or refuses to add terms agreed in writing,
- l) you notice that we have been invoiced for a commission or fee payment that appears out of proportion with the service provided,
- m) a third party requests or requires the use of an agent, intermediary, consultant, distributor, or supplier that is not usually used by us or known to us,
- n) you are offered an unusually generous gift or offered too generous hospitality by a third party,
- o) a business partner or a third party requests that a payment is split into several parts without any logical explanation – or a transaction is reflected into invoices where one invoice would be appropriate,
- p) a customer asks for contributions for charity or other apparently acceptable purposes as a condition for entering into an agreement,
- q) a third party is involved in the contracts without really playing a role in the transaction; or
- r) I am in doubt whether I am authorized to approve this transaction

This ANTI-CORRUPTION POLICY is hereby accepted and agreed by

Company:

Date:

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[name of authorized signatory in capital letters]