



GLOBAL ANTI-BRIBERY, ANTI-FRAUD AND ANTI-CORRUPTION POLICY

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1. Introduction

Ardo is committed to live up to the highest standard of integrity in its business conduct. Part of this commitment is to **prohibit all forms of bribery, fraud and corruption, both public** (when dealing with government officials) **and commercial** (within private sector). Bribery, fraud and corruption pose serious threats to sustained economic progress and the proper operation of free markets.

Bribery, fraud and corruption cover a broad range and equally includes offering, promising, authorizing or providing anything of value to any customer, business partner, supplier, vendor or other third party in order to induce or reward the improper performance of an activity connected to the business of Ardo.

The prevention, detection and reporting of bribery, fraud and corruption in whatever form is the responsibility of all employees of the Ardo group. **Therefore, it is essential for every employee and contractor of the Ardo group to have full knowledge and understanding of this Policy and to abide by it in the daily work for Ardo.**

The purpose of this policy is to provide definitions of fraud, bribery and corruption and define the reporting line in the event of suspected, attempted or actual fraud, corruption or bribery. The policy also sets out guidelines for gifts, corporate hospitality and donations.

In case of any doubt on the interpretation of the Policy, the Group Legal Counsel can be consulted.

2. Scope

With this policy Ardo wants to outline the risks related to bribery, fraud and corruption and to highlight everyone's responsibilities in complying with this policy and the relevant anti-corruption laws. The policy provides the tools and support to properly identify and mitigate such risks.

The policy is applicable to all employees, officers, directors and any external party working on behalf of any legal entity of the Ardo group. It is applicable to any activity connected to the business of Ardo.

A violation of anti-corruption laws can lead to severe civil and criminal penalties, both for Ardo and its employees or contractors and may lead to reputational damage for Ardo. The non-compliance with the policy can equally result in disciplinary actions, including termination of employment/contract. It is therefore essential to fully comply with this policy in the daily work for Ardo.



3. Prohibition of fraud, bribery and corruption

Ardo has a **policy of zero tolerance** for fraud, bribery and corruption. Ardo requires all employees, officers, directors, and third parties working on behalf of Ardo to act honestly and with the highest integrity. Fraud, bribery and corruption are ever-present threats to our assets and reputation and must be a concern of all employees, officers, directors and third parties working on behalf of Ardo.

3.1. *Fraud*

Fraud can consist of any intentional act or omission relating to (but not limited to):

- (i) falsification of accounts or other financial information;
- (ii) gross inaccuracies in the production of forecast (due to falsification of data) for sales, production, purchasing or other planning purposes;
- (iii) the use or presentation of false, incorrect or incomplete statements or documents, which has as its effect the misappropriate or wrongful retention of funds;
- (iv) non-disclosure of information in violation of a specific obligation, with the same effect;
- (v) the misuse of funds for purposes other than those for which they were originally granted;
- (vi) a false representation;
- (vii) abuse of position

To have committed a fraud a person must have acted dishonestly, and with the intent to:

- make a gain for themselves or anyone else
- and/or cause loss to anyone else, or expose anyone else to a risk of loss.

3.2. *Corruption*

Corruption is the misuse of power for personal gain.

3.3. *Bribery*

Bribery is where a financial or other advantage is offered as reward to another party to persuade him to carry out their functions improperly. Bribery can be through the offering, promising, giving, demanding or accepting of an advantage such as gifts, hospitality, fees, rewards, jobs, and so on.

Bribery can take many forms, as outlined below, and is in any case prohibited **both on the side of the person bribing and the person receiving the bribe.**

3.3.1. Government bribery

Government bribery concerns any type of bribery with government or public officials. It is prohibited to give, promise, offer or authorize payment of anything of value to any government official to obtain or retain business, to secure some other improper advantage, or to improperly influence a government official's actions.

A government or public official is any individual who holds or performs a public function (member of the legislature, judiciary or an administrative position of any kind, whether appointed or elected). It also includes any person who performs public functions in any branch of the national, local or



municipal government or who exercises a public function for any public agency or public enterprise (for example agency for the food safety).

3.3.2. Commercial bribery

Bribery can also take place in the private sector. Ardo prohibits all employees, officers, directors, and third parties working on behalf of Ardo from offering or providing corrupt payments and other advantages to or accepting the same from private (non-government) persons and entities. Such payments constitute commercial bribery (often referred to as “kickbacks”).

3.3.3. Facilitation payments

The prohibition of bribery equally applies to all improper payments regardless of their size or purpose (“small bribes”) to facilitate routine government action. This refers to small payments to government officials to expedite or facilitate non-discretionary actions or services (f.e. obtaining an ordinary license or business permit, processing government papers such as loading or unloading of cargo).

Local laws can define specific rules regarding anti-bribery, fraud and corruption and all employees officers, directors, and third parties working on behalf of the Ardo-group must abide to the applicable local law, in addition to this general policy.

4. Gifts and Corporate hospitality

Receiving or offering gifts, cash or cash equivalents are forbidden.

However it is accepted that hospitality and corporate gifts are part of day-to-day business. Giving or receiving hospitality or promotional expenditure is acceptable if it is: (a) incidental to business related events; (b) given and received in good faith; (c) permitted under local laws and customs.

All gifts received from customers and/or suppliers must be given immediately to the local HR Director/HR Assistant so that these gifts can be raffled among the employees on occasional events.

5. Donations

It is not permissible to provide a donation to improperly influence a government official or in exchange for any improper favor or benefit. It may be permissible to make donations to a government or public agency (not the individual government official) for a charity or good cause. Prior approval from the Group Legal Counsel is needed.

6. Third party Management

Any third parties acting for or on behalf of Ardo are prohibited from making corrupt payments on Ardo’s behalf. This equally applies to all subcontractors hired by third parties.

Any and all payments made to third parties, including commissions, compensations, reimbursements, must be customary and reasonable in relation to the services provided and accurately documented in Ardo’s books and records.

All agreements with third parties that interact with government entities or officials must be in writing and must include an adherence to this policy.



7. Reporting of (suspected) violations

Each employee officer, director and any external party working on behalf of the Ardo group must immediately report any observation or suspicion of a violation to this policy. This reporting obligation relates to being personally offered a bribe as well as observing or suspecting another person bribing, receiving a bribe or any other matter of fraud or corruption related to Ardo's business.

The reporting is made to the Group Legal Counsel. The Group Legal Counsel will thoroughly review and investigate the reported violation and will treat the reporting confidential to the extent permitted by law.

Any reporting in good faith shall never lead to retaliation. A failure to report on the other hand constitutes an independent violation of this policy which may lead to disciplinary sanctions.

8. Communication - training

Ardo will inform their employees regularly on the global anti-bribery, anti-fraud and anti-corruption policy to make sure that it is well known within the group through internal and external communication (part of the employment pack, published on the intranet,...). The policy shall be distributed to all employees by HR and a copy shall be handed over upon employment of new employees.

In addition to this, Ardo ensures that employees with a higher level of risk of being confronted with bribery are provided with a regular training. The training can consist of a presentation during business meetings, an online training, a web-based training course,... This will be organized by Group HR in consultation with the Group Legal Counsel.

The policy will be published on the corporate website to inform third parties on Ardo's zero tolerance for fraud, bribery and corruption

9. Policy review

The policy shall be reviewed annually by the management.
