

# Global Policy

## Anti-Corruption

**Policy No.:** 1.12 (Version 1.0)  
**Issue Date:** 01.10.2022  
**Last Update:** --  
**Applies to (Region):** All  
**Applies to (Department):** All  
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**Contents**

- 1 Executive Summary..... 4
- 2 Purpose Statement..... 4
  - 2.1 Policy Rationale ..... 4
  - 2.2 Risks to be mitigated..... 4
  - 2.3 Groups Affected..... 5
- 3 Policy Content ..... 5
  - 3.1 Policy Statement ..... 5
    - 3.1.1 Basic Principles..... 5
      - 3.1.1.1 Legitimacy ..... 5
      - 3.1.1.2 Appropriateness ..... 6
      - 3.1.1.3 Transparency ..... 6
      - 3.1.1.4 Documentation ..... 7
    - 3.1.2 Prohibited Conduct..... 7
      - 3.1.2.1 Facilitation Payments ..... 7
      - 3.1.2.2 Kick-Backs ..... 8
      - 3.1.2.3 Generation of disposable funds ..... 8
    - 3.1.3 Specified principles for particular areas..... 9
      - 3.1.3.1 Gifts..... 9
        - 3.1.3.1.1 General Principles ..... 9
        - 3.1.3.1.2 Gifts to Government Officials ..... 9
      - 3.1.3.2 Commercial Terms ..... 10
      - 3.1.3.3 Product Samples ..... 10
        - 3.1.3.3.1 General Principles ..... 10
      - 3.1.3.4 Meals & Hospitality (unconnected to Events and Meetings)..... 10
        - 3.1.3.4.1 General Principles ..... 10
        - 3.1.3.4.2 Meals and Hospitality offered to Governmental Officials ..... 11
      - 3.1.3.5 Events and Meetings ..... 11
        - 3.1.3.5.1 Professional Events ..... 11
        - 3.1.3.5.2 Corporate Hospitality Events ..... 12
        - 3.1.3.5.3 Professional Events with Government Officials ..... 13
      - 3.1.3.6 Charitable Contributions ..... 14
        - 3.1.3.6.1 General Principles ..... 14

3.1.3.7 Agreements .....	15
3.1.3.7.1 General Principles .....	15
3.1.3.7.2 Agreements with Government Officials .....	15
3.2 Roles and Responsibilities .....	16
3.2.1 Employee .....	16
3.2.2 Manager .....	16
3.2.3 Compliance Partner .....	16
3.2.4 Local Law, Patents and Compliance Department (LPC).....	16
3.3 Implementation, Training and Control .....	17
3.3.1 Functional Processes .....	17
3.3.2 Training .....	17
4 Appendix .....	17
4.1 Definitions and Abbreviations .....	17
4.2 References .....	21
4.3 Change Log .....	21

## **1 Executive Summary**

Envu will not tolerate corruption.

*“Corruption is recognized to be one of the world's greatest challenges. It is a major hindrance to sustainable development, with a disproportionate impact on poor communities and is corrosive on the very fabric of society.”* (United Nations Global Compact)

Corruption is a crime in many countries, and the company and its employees can be prosecuted for violating the law whether or not the corrupt practice took place within the governing jurisdiction. In addition, publicity surrounding participation in corrupt activity could severely harm the company’s reputation, the public’s trust in Envu, and consequently, the company’s economic standing.

This Anti-Corruption Policy is designed to help colleagues worldwide to avoid potential corruption issues.

It has been drafted to provide support and guidance. It should help us to avoid risks and meet today’s compliance challenges. Corruption risks require special procedures to ensure that we genuinely honor our commitment to fight corruption and properly document our compliance efforts. If you have any questions after consulting this Policy, please consult with Legal, Patent, and Compliance.

Only by thoroughly implementing this Policy can we protect Envu and our employees around the world from severe consequences.

## **2 Purpose Statement**

### **2.1 Policy Rationale**

This Policy aims at providing practical guidance to prevent corruption.

Integrity is a core value of Envu. Integrity means complying with all relevant laws, regulations, industry codes and generally accepted good business practices. Envu employees worldwide are expected to act with the highest level of integrity and to not engage in any kind of corruption.

### **2.2 Risks to be mitigated**

Envu employees may encounter the risk of corruption in diverse circumstances when providing *Benefits*. Involvement in corruption can lead to serious consequences for Envu as well as employees, namely:

- significant financial and reputational damage for Envu
- civil and criminal penalties for the individuals involved
- exclusion of the company from public tenders.

This Policy aims at preventing these risks.

Violations of this Policy will not be tolerated and employees may be subject to specific sanctions, including termination of employment. To the extent legally permissible, Envu fully

reserves the right to claim back damages from employees incurred as a result of culpable misconduct, in addition to other adequate measures available under the applicable laws.

Further, Envu employees are required to immediately report any violations of the Compliance Management Policy # 1.09.

## **2.3 Groups Affected**

This Policy applies to all Envu employees worldwide.

This Policy applies to any situation that involves an offer or provision of a *Benefit to Wrongfully Influence a Third Party* in order to gain an *Inappropriate Advantage* (Active Bribery).

This Policy also applies to interactions with *Government Officials*. In some countries, it may be generally illegal to offer or give anything to a *Government Official*, even if it is not for an *Inappropriate Advantage*. Even where not prohibited, giving a *Benefit* may require public reporting or disclosure. Please find the specific rules at the end of each Subsection of this Policy.

This Policy does not encompass any situation that involves the request or acceptance of a personal *Benefit* from a *Third Party* (Passive Bribery) which is governed by our Conflict of Interest Policy # 1.10.

## **3 Policy Content**

### **3.1 Policy Statement**

#### **3.1.1 Basic Principles**

Employees must not offer or give a *Benefit* if the intention is to *Wrongfully Influence a Third Party* as such conduct constitutes corruption.

In order to not engage in any corruption, there are four basic principles which need to be followed by all Envu employees in any activity related to offering or giving *Benefits* to *Third Parties* – such *Benefits* have to be:

- legitimate
- appropriate
- transparent
- documented

**Note: Envu has implemented a global, standardized, risk-based due diligence process in order to evaluate the integrity of Third Parties (see “Third Party Due Diligence Process”).**

##### **3.1.1.1 Legitimacy**

Only offer or give a *Benefit* if its cause is legitimate:

- Never offer or give a *Benefit* to – directly or indirectly – *Wrongfully Influence a Third Party*.
- The *Benefit* must have a legally permissible business or corporate purpose.

DO	DON'T
<ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Offer or give a Benefit only when it is acceptable in the normal course of business relationships.</li> <li><input checked="" type="checkbox"/> Follow applicable local rules, regulations and policies when determining if a Benefit is legitimate under the circumstances at hand.</li> </ul>	<ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Do not offer a Benefit with the intention to Wrongfully Influence a Third Party.</li> </ul>

**3.1.1.2 Appropriateness**

The *Benefit* offered must be appropriate in form and value.

Only offer or give *Benefits* which are acceptable and adequate in the given circumstances, e.g.:

- *Benefits* which reflect the fair value of what Envu receives as consideration in return (bilateral arrangements).
- *Benefits* which adequately reflect the purpose to which Envu contributes (charitable contributions, donations).
- *Benefits* which are appropriate after a check for culturally-sensitive aspects and / or potential reputational risks.

DO	DON'T
<ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Follow formally established local thresholds when considering whether or not a Benefit is appropriate.</li> <li><input checked="" type="checkbox"/> Assess if the value of the Benefit is appropriate under the given circumstances.</li> </ul>	<ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Do not offer Benefits that are excessive or inappropriate and as such might give the impression of inappropriate motives.</li> </ul>

**3.1.1.3 Transparency**

Only offer or give a *Benefit* in a transparent manner:

- Never try to disguise the cause of a *Benefit*.
- Never use another person or entity (e.g., a *Third-Party* distributor, agent or advisor, family member or family business) as “intermediary” in order to offer or give a *Benefit* that you cannot offer or give yourself.

DO	DON'T
<ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Offer Benefits transparently.</li> <li><input checked="" type="checkbox"/> Ensure that the cause of the Benefit is clear to an independent observer.</li> </ul>	<ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Do not hide inappropriate Benefits behind “fake” commercial terms or bilateral arrangements.</li> <li><input checked="" type="checkbox"/> Do not divide a Benefit into parts to hide the overall value of the Benefit.</li> </ul>

#### 3.1.1.4 Documentation

All *Benefits* must be documented:

- Envu’s books and records must accurately reflect and record the cause of a *Benefit*.
- All accounting requirements regarding the documentation of *Benefits* are followed.

DO	DON'T
<ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Make sure all required transactional details for a Benefit are fully documented.</li> <li><input checked="" type="checkbox"/> Verify in each case that documents genuinely reflect the reality, e.g. services were provided, activities took place, events were held and / or goods were supplied.</li> </ul>	<ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Do not rely merely on documents, e.g., invoices, without confirming their justification.</li> <li><input checked="" type="checkbox"/> Do not disguise the real course of action, e.g., enter into a fake service agreement to hide donations.</li> </ul>

#### 3.1.2 Prohibited Conduct

##### 3.1.2.1 Facilitation Payments

Envu prohibits the use of payments made to a *Government Official* to speed up or facilitate the performance of routine, non-discretionary services or actions, such as issuing a license or permit, so-called *Facilitation Payments*. However, fees paid in accordance with formal government procedures officially accompanied by an invoice or receipt for payment are permissible.

DO	DON'T
<input checked="" type="checkbox"/> Pay formal fees for “fast track” procedures against official invoice or receipt.	<input checked="" type="checkbox"/> Do not make Payments to <i>Government Officials</i> in order to speed up the performance of routine non-discretionary services or actions, such as obtaining licenses, business permits and visas or to clear customs unless in accordance with formal government procedures.

### 3.1.2.2 Kick-Backs

Envu prohibits the payment of hidden commissions or other types of incentives, so called kick-backs, to *Wrongfully Influence* the recipient of the kickback.

DO	DON'T
<input checked="" type="checkbox"/> Pay incentives through legitimate business tools, e.g., rebates, commissions, loyalty programs.	<input checked="" type="checkbox"/> Do not offer or give any non-transparent or hidden Benefits.

### 3.1.2.3 Generation of disposable funds

As a preparatory act to corruption, the creation of disposable funds in order to generate cash or other goods of value used as bribes, e.g., via sham invoices or travel expenses, is considered as a criminal act in many jurisdictions. The generation of such disposable funds is therefore not permitted.

DO	DON'T
<input checked="" type="checkbox"/> Make sure that each business activity has a clear and legitimate rationale and that the corresponding financial transaction and payment flow is appropriately documented according to Envu’s internal rules.	<input checked="" type="checkbox"/> Do not create fake restaurant or taxi receipts or invoices in order to get “reimbursed” even though there were in reality no expenses.  <input checked="" type="checkbox"/> Do not create hidden budgets or hidden cash pools

*Please refer to the Travel & Expense and Corporate Credit Card Policy # 2.08 for more information on group-wide travel standards for Envu employees.*



### 3.1.3 Specified principles for particular areas

The principles explained above must always be followed. The following guidance explains how these basic principles are reflected in specific business activities.

The general principles outlined below are applicable to all business activities of Envu. In addition to these general principles, additional specific rules may apply to business activities with a *Third Party* who is a *Government Official*. That is why each section contains general rules and specific rules.

#### 3.1.3.1 Gifts

##### 3.1.3.1.1 General Principles

Please note: In case the recipient of the *Gift* is a *Government Official*, please follow the additional rules in Section 3.1.3.1.2.

- Give *Gifts* only as a matter of courtesy or appreciation according to local customs.
- The value, frequency and timing are key considerations when deciding whether a *Gift* is legitimate.
- Give *Gifts* according to the thresholds incorporated in your local gift policy: It is the total number of *Gifts* within the past twelve months that counts.
- Give *Gifts* which are in line with Envu's corporate values, mission and principles; never give *Gifts* which have the potential to harm Envu's reputation, even if the provision of the *Gift* itself would be legal.
- Never give *Gifts* which consist in cash or cash equivalents (gold, silver, vouchers exchangeable for cash, except if pre-approved by the responsible *Compliance Partner*. A voucher exchangeable for cash is any voucher which allows receiving cash instead of the specified goods.
- Give *Gifts* only in an appropriate and open setting.
- Never disguise *Gifts* as other forms of *Benefit* if the *Gift* would be not admissible.
- Do not disguise the recipient of the *Gifts* or Envu's role in the gift by using intermediaries.
- *Gifts* shall be documented in the books and records as required by local regulations and / or policies, e.g., the purpose and value of the *Gift*, the circumstances of the distribution, its transfer, giver and recipient.

##### 3.1.3.1.2 Gifts to Government Officials

Due to the fact that national laws highly regulate the interaction with *Government Officials*, there are additional rules to be followed:

- The responsible *Compliance Partner* must review and approve in advance any proposed *Gift* to a *Government Official*. Give or offer *Gifts*, if allowed, shall only be of a minimal value (in line with locally pre-defined thresholds).

- Never give or offer Gift certificates (vouchers) to Governmental Officials, except if pre-approved by the responsible *Compliance Partner*.

### **3.1.3.2 Commercial Terms**

Commercial terms used in the business conduct – such as pricing, rebates, discounts, bonuses, incentive trips, marketing or loyalty programs, payment terms, product returns – may not be used to *Wrongfully Influence* their recipient.

- Use these commercial terms only according to the guidelines defined in the applicable divisional and / or local commercial policies.
- Never use these commercial terms to disguise otherwise illicit *Benefits*.
- Discounts and rebates must have a legitimate business purpose and need to be documented.

Commercial partners must be selected only for a legitimate business purpose on the basis of objective and documented criteria and not with the intent to *Wrongfully Influence a Third Party*.

### **3.1.3.3 Product Samples**

#### **3.1.3.3.1 General Principles**

- Provide Product Samples only to enable the customers to familiarize themselves with the product.
- Do not use Product Samples as a method to disguise rebates.
- If possible, provide Product Samples in special packages marked, e.g., “Free sample – not for sale”. Otherwise, the smallest available package shall be used.
- Product Samples must not be abused, e.g., provided excessively or commercialized.

### **3.1.3.4 Meals & Hospitality (unconnected to Events and Meetings)**

#### **3.1.3.4.1 General Principles**

Meals and hospitality are often a natural part of business or professional relations. When handled correctly, and in accordance with applicable law and business ethics, providing these types of *Benefits* can demonstrate respect, appreciation and good etiquette while fostering positive working relationships.

When handled incorrectly, however, meals and hospitality can create a perception of impropriety, a conflict of interest, or worse yet, a violation of anti-corruption laws.

Please note: In case meals or hospitality are offered to a Government Official, please follow the additional rules in Section 3.1.3.4.2.

- Offer meals or hospitality only when this is a normal business conduct in a given situation.

- Employees must never offer a meal or hospitality in order to secure an *Inappropriate Advantage*.
- Invite *Third Parties* only to such a business meal or offer such hospitality (e.g., hotel accommodation) which is not and does not give the impression of being excessive.
- No meals and hospitality can be offered to accompanying persons, unless there is pre-approval by the responsible *Compliance Partner*.
- Do not book venues for exclusive use (available only to Envu) unless genuinely required, in particular by the scale or character of the occasion or for safety reasons.
- Interaction in an open plan minimizes the risk of misperception.
- Make sure to request correct and transparent invoices which reflect what has been provided and properly keep them in all books and records.
- Unless impossible due to the circumstances of the event (e.g., open site day), always list all participants of a meal or recipients of hospitality and the occasion.

#### **3.1.3.4.2 Meals and Hospitality offered to Governmental Officials**

Additionally, to the general principles above, when offering meals or hospitality to *Government Officials*, the following rules need to apply:

- Payment for meals and hospitality for *Government Officials* must be the exception and not the rule.
- *Government Officials* may be invited if such invitation is in line both with the law at the venue and the law of the *Government Official's* home country. Compliance Partner shall review and pre-approve the invitation.
- Only *Entertainment Elements* of a modest nature and ancillary to refreshments or meals, such as dinner music or traditional, non-luxurious entertainment, are appropriate.

#### **3.1.3.5 Events and Meetings**

##### **3.1.3.5.1 Professional Events**

Please note: In case the event is planned for networking purposes or to invite *Government Officials*, rules in Section 3.1.3.5.3.

- Invite only:
  - o *Third Parties* as participants who have a legitimate purpose to attend the Event, that means only those with a genuine professional interest in the subject-matter of the event (scientific, commercial or educational);
  - o Participants' partners or family members if they have a legitimate professional interest themselves.
- Reimburse travel and expenses of a participant of a *Professional Event* only if they are in-line with the applicable travel policy, laws and industry codes.

- If possible, the reimbursement should be made directly to the travel service provider; otherwise, the participant may only be reimbursed upon presentation of the relevant invoices.
- Pay per diem (daily allowance) to participants only if this is required by local law and pre-approved by the responsible *Compliance Partner*.
- Choose an appropriate venue with adequate meeting facilities. Avoid locations which can be perceived as inadequate. Avoid venues abroad.
- Provide moderate and reasonable meals and refreshment in accordance with local standards.
- Provide for hospitality outside of the *Professional Event* only in case it is directly connected with the *Professional Event*, e.g., a dinner at the evening before the *Professional Event* and / or a breakfast at the day thereafter.
- Make sure over 50 % of the time of a *Professional Event* is spent on professional topics.
- *Entertainment Elements* are allowed if they:
  - o do not take up the majority of the time of the *Professional Event*,
  - o are in line with Envu's corporate values, mission and principles and therefore do not create any risk to Envu's reputation (e.g., no adult entertainment, no lavish or extravagant entertainment).
- An agenda for the *Professional Event* should accurately reflect its business purpose.
- *Professional Events* may not be used to disguise hospitality which otherwise could not be offered to a *Third Party*.
- Make sure that there are appropriate records showing that all conditions for *Professional Events* are met. Such records may include: Invitation letter, correspondence regarding attendance, agenda, presentations & handouts, invitee list, actual attendance records (e.g., sign-in sheet), invoices & expense list.

Please note: The responsible *Compliance Partner* may grant exceptions to above principles, for example with regard to the venue. Exceptions may be granted if it has been demonstrated that the chosen venue is equally suitable for the event or if required or reasonable under economic, logistical or security reasons.

Selecting a venue abroad can, e.g., be justified if more than 50 % of the participants come from outside the organizing entity's business domicile, if the relevant source of expertise is located outside the entity's business domicile, if the venue is a research / development / trial / demonstration site which doesn't exist nearby the organizing entity's business domicile, or if the venue is a division's global headquarters.

### **3.1.3.5.2 Corporate Hospitality Events**

Due to the risk that an invitation to a *Corporate Hospitality Event* is perceived as an attempt to *Wrongfully Influence* the invitee, the following additional rules and guidelines must be applied:

- Organize a *Corporate Hospitality Event* aimed at cultivating established and / or prospective business relationships in Envu's interest.

- Invite only an appropriate number of individuals necessary to accomplish the pre-defined business purpose. Do not invite accompanying persons.
- Make sure Envu employees attend the *Corporate Hospitality Event* as well.
- *Corporate Hospitality Events* may only take place on an infrequent basis. If a single department hosts more than one *Corporate Hospitality Event* per year, it shall only invite the same person twice if this has been pre-approved by the responsible *Compliance Partner*.
- *Government Officials* must never be invited to a *Corporate Hospitality Event*, unless such invitation is pre-approved by the responsible *Compliance Partner*.
- Make sure the events are appropriate in nature (no particularly luxurious events such as, e.g., a Champions' League final or a Super Bowl match) and take place inside the host country.
- In case the value of a *Corporate Hospitality Event* exceeds locally defined thresholds, the event may only be organized and invitations may only be made with pre-approval of the responsible *Compliance Partner*.
- *Corporate Hospitality Events* shall only last one day and neither comprise an overnight stay paid for by Envu, nor the invitee's transportation to and from the event (except for small-scale "shuttle services", e.g., a joint bus trip from the airport to the stadium).
- Make the invitations to the *Corporate Hospitality Events* transparent so that the invitees know what type of event they attend.
- It is advisable that such invitations are also transparent to the employers / organizations the invitees represent so that no misperception is possible.
- The company's interest as well as the reason for the selection of the participants must be reflected in the event documentation.

### **3.1.3.5.3 Professional Events with Government Officials**

*Government Officials* may be invited to *Professional Events* provided that such invitation is in line both with the law at the venue and the law of the *Government Official's* home country.

Beside *Professional Events* organized by Envu, Envu sometimes invites *Government Officials* to *Professional Events* organized by others ("*Third Party Events*") or monetarily supports an individual *Government Official's* attendance to such events. The following additional rules apply regarding *Professional Events* with *Government Officials*:

- Invite a *Government Official* personally involved in an expected or pending decision regarding Envu only if the responsible *Compliance Partner* has pre-approved the invitation.
- *Government Officials* shall not participate in the *Entertainment Elements* of a *Professional Event*. In order to avoid misunderstandings, this must be clearly communicated prior to the *Professional Event* (e.g., in the invitation). Exceptionally, if it is only minor *Entertainment Elements*, the *Government Official* may attend, e.g., music accompanying a standard business dinner at the end of a *Professional Event*.

- Payments for travel, meals, and hospitality for Government Officials are the exception, not the rule.
- Make sure that the Government Official invited is allowed to attend the Professional Event by written permission of the Government Official's supervisor or, at least, by written confirmation of the Government Official that he or she disclosed the invitation, the exact benefits to be provided and the agenda to his or her supervisor and there were no objections to them and / or other requirements necessary by local laws and regulations. Make sure to obtain and keep all necessary documents.

### **3.1.3.6 Charitable Contributions**

Charitable contributions, such as donations may be made on behalf of or in the name of Envu for bona fide charitable purposes, i.e., for which no tangible Benefit is received, or expected to be received, by Envu. Envu Chief Executive Officer shall review and pre-approve all Charitable Contributions and all local regulations on charitable contributions such as donations and grants shall be applied.

#### **3.1.3.6.1 General Principles**

Due to the risk of donations to be used to give or offer a Benefit which would otherwise be inadmissible, certain rules targeting the corruption risk are covered in the following section.

- Only make monetary or non-monetary charitable contributions with the primary aim to support the common good.
- Only make purely unilateral charitable contributions that do not represent a compensation or reward by the recipient for a service provided.
- Charitable contributions must always be voluntary, not for profit and without self-interest.
- Make sure to gather the necessary approvals and comply with all requirements set out herein.
- The value of the charitable contribution should be appropriate in order to adequately reflect the purpose to which Envu contributes.
- Excessive charitable contributions may create a misperception externally as to the purpose of the contribution.
- Do not use charitable contributions as means of providing Benefits which would otherwise not be admissible to the Third Party.
- Give openly and without a hidden agenda.
- Make sure to properly certify a charitable contribution through documentation of the original of the donation approval form, of the original of the acknowledgeable donation receipt and of the costs and reporting within the context of Corporate Social Engagement ("CSE") recording.

### **3.1.3.7 Agreements**

This section only deals with agreements where both parties are bound by their exchange of promises and give / receive a tangible Benefit, e.g., service agreements, sponsorship agreements or consultancy agreements. Agreements where Envu unilaterally supports the other party do not fall within this category (for these topics, see above Sections 3.1.3.5 and 3.1.3.6).

#### **3.1.3.7.1 General Principles**

Please note: In addition to the general principles, additional rules apply in case agreements are made with Government Officials (Section 3.1.3.7.2).

The basic principles also apply to arrangements, e.g.:

- Make sure any agreement with Third Parties has a legitimate business purpose and there is no hidden purpose or non-transparent arrangements as to the purpose of the agreement.
- Only gain a contract by legitimate and competitive means, not by Wrongfully Influencing the relevant decision-maker in a tender process.
- Only pay compensation which is adequate.
- Arrangements shall not be used to hide the provision of Benefits.
- Make sure the selection of a service provider is based on transparent and objective criteria, e.g., a combination of cost, qualification, expertise and special skills provided by the individual.
- Make sure to properly document the contractual services, business purpose and performance.
- Only make payments upon proof of services.
- Only make payments in line with Envu processes.

#### **3.1.3.7.2 Agreements with Government Officials**

Agreements with Government Officials may not be permissible in some countries at all. Local laws, marketing codes or government requirements may also impose stricter requirements, which must be followed. Further, the following additional rules apply:

- Only enter an agreement with a Government Official who is involved in an expected or pending decision regarding Envu only if the responsible Compliance Partner has pre-approved such agreement.
- Seek to include a clause of compliance with applicable laws and industry codes, ideally with a specific provision on anti-corruption, in each contract with a Government Official.
- Only make payments to Government Officials in cash if expressly authorized by the responsible Compliance Partner because of local banking or financial transaction limitations.
- Only make a contract with a Government Official if he or she

- o has obtained a written counter-signature from his or her supervisor or administrator authorizing the contract
- o and / or, if a counter-signature is not available or required due to national law / practice, include in the contract a provision that the Government Official confirms that he or she disclosed the contractual relationship to his or her employer and there were no objections to the arrangement;
- o and / or directly transmit a copy of the proposed contract (and / or explanatory letter) to the Government Official's employer.
- Only enter into contracts between Envu and Government Officials with pre-approval by the responsible Law, Patents and Compliance Department, except when a locally agreed pre-approved standard template is used.

## **3.2 Roles and Responsibilities**

### **3.2.1 Employee**

- Each Envu employee is accountable for his or her compliant behavior as regards anti-corruption.
- Each Envu employee documents Benefits according to locally applicable requirements.
- If a Third Party demands any Benefit from a Envu employee which could Wrongfully Influence him or her, the employee should immediately report the event to his or her supervisor or the responsible Compliance Partner.

### **3.2.2 Manager**

- Each Envu manager is accountable to ensure that his or her organization conducts business activities in line with the anti-corruption requirements.
- Each Envu manager makes sure each employee in his or her organization knows and follows the principles of this Policy.

### **3.2.3 Compliance Partner**

- Compliance Partners check and pre-approve Envu employees' requests for approval if required according to this Policy.
- Compliance Partners advise on locally applicable more specific and / or stricter compliance requirements.
- Compliance Partners advise on locally applicable documentation requirements.

### **3.2.4 Local Law, Patents and Compliance Department (LPC)**

- LPC prepares and pre-approves standard templates for contracts according to local laws and regulations.



- LPC prepares declarations of compliance ready to be inserted in agreements.

In case of doubt or if this Policy or a local guideline requires approval, the employee shall, if not specified differently, reach out (for approval) to his or her responsible Compliance Partner prior to initiating the activity. In case of any questions concerning applicable laws, rules, regulations or industry codes, contact the responsible Law, Patents and Compliance Department.

### **3.3 Implementation, Training and Control**

Communicate content of this Corporate Policy to all employees affected. Ensure local availability. Provide for translations of relevant materials into local language if necessary.

#### **3.3.1 Functional Processes**

Control measures must be implemented in order to ensure that the rules set out above are followed in day-to-day operations. These are especially Controls, Monitoring and Training solutions established within the Integrated Compliance Management System (ICM).

The ICM Anti-Corruption Standards can be found here: [ICM Anti-Corruption Repository](#).

Locally, there can always be a decision on additional anti-corruption measures specific for the given needs. The regional Lead Legal Counsel and Compliance Officers local Heads of Compliance are responsible for the local implementation of this Policy and the Anti-Corruption Functional Processes.

#### **3.3.2 Training**

All Envu employees who may be exposed to the risk of corruption (as determined by the LPC department) must complete a mandatory anti-corruption training to be aware of high-risk situations and obtain practical advice. Further, additional training might be obligatory regarding specific Envu employee or Third Party categories based on an individual risk assessment and / or regarding globally and / or locally identified training needs.

Trainings on anti-corruption can be found under: [go/global\\_compliance\\_training](#).

## **4 Appendix**

### **4.1 Definitions and Abbreviations**

Benefit	<p>Anything that provides a tangible or intangible advantage to the recipient (whether directly or indirectly). This term should be interpreted broadly to include, among others:</p> <ul style="list-style-type: none"> <li>• Cash or cash equivalents, precious metals, digital currencies, stock, bonds, taxi vouchers, gift cards;</li> <li>• Gifts, free or discounted products;</li> <li>• Services;</li> </ul>
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- Offers of Employment;
- Travel expenses, meals or hospitality;
- Invitations to events and meetings;
- Political contributions or donations to a chosen charity;
- Subsidies, per diem payments, discounts, tuition payments or loans;
- Sponsorships or honoraria;
- Personal or business advantages or opportunities (e.g., enhanced social standing);
- Personal favors, e.g., personal use of company facilities or equipment; or
- Arrangements for employment or consultancy contracts.

Giving / offering a Benefit shall be understood broadly including also promising or suggesting a Benefit.

**Compliance Partner** The regional lead Legal Counsel and Compliance Officer for all the respective countries of his or her region.

**Corporate Hospitality Events** “Corporate Hospitality Events” are events which are held with Third Parties for creating trust and goodwill, for example inviting customers to a soccer match or hunting trip, a golfing or cultural event.

**Entertainment Elements** “Entertainment Elements” are separate agenda points which do not relate to the scientific, commercial or educational purpose of a Professional Event and which have primarily a recreational or social character, e.g., sightseeing trips, shows, boat cruises, concerts, fishing or hunting trips.

**Facilitation Payments** “Facilitation Payments” are Benefits provided to Government Officials in order to expedite or facilitate the performance of a routine action. Examples include payments to speed up the process of obtaining licenses, business permits and visas or to clear customs.

This does not include any fees paid in accordance with formal government procedures accompanied by official receipts for payment, e.g. official fast track procedures for the issuance of a permit against official receipt.

**Gift** A “Gift” is something offered without consideration on a special occasion (e.g., birthday, anniversary) or to show recognition towards someone else. Examples of Gifts include:

- Clothing or apparel, such as t-shirts, sweatshirts, golf shirts, jackets or hats;
- Items for use in an office or work setting, such as leather portfolios, laptop bags and business totes, executive desk sets, phones and other communication equipment, electronics, computers or related accessories;
- Seasonal or special occasion presents (e.g., Christmas, New Year, birthdays, weddings), such as flowers, gift baskets, edibles, meal vouchers, bottles of wine or other beverages, household appliances, home furnishings, tools or sporting equipment;
- Promotional items, including those bearing Envu's company "logo," such as pens, pencils, notepads, mouse pads, mugs, plastic cups, calendars, magnets or golf balls;
- Tickets to sporting or cultural events, such as games, matches, the theater, ballet, opera or concerts, when not used in connection with business Hospitality;
- Financial benefits, such as loans;
- Labor, material, services, repairs.

Benefits resulting from commercial terms (e.g., rebates, samples, discounts, bonuses) are not considered as Gifts.

#### Government Official

"Government Officials" are defined by local laws and regulations. They include not only high-ranking officials, but also any persons employed by federal, state or local governments or acting on behalf of such governments.

For example, in countries with state-run healthcare systems, doctors and other Healthcare Professionals may be considered Government Officials. Further, in some countries employees of privately organized state-owned companies or agricultural cooperatives, university professors or employees of public hospitals may be considered Government Officials.

Accordingly, employees should in general interpret the term "Government Officials" broadly to include:

- any elected or appointed official, member of a legislative body, or judge;
- any employee of a foreign or domestic government or governmental department, agency, or instrumentality (including, for example, state-owned or state-run hospitals, clinics and research centers);
- any person acting on behalf of a foreign or domestic government;

- any employee of a company majority-owned or controlled by the government (e.g., employees of state-owned farming cooperatives);
- any employee of a public international organization, such as the World Bank or the United Nations;
- any employee of a foreign or domestic political party or any person acting on behalf of a political party;
- any candidate for foreign or domestic political office; or
- members of a royal family or persons acting on its behalf.

**Inappropriate Advantage** An “Inappropriate Advantage” is any advantage obtained as a result of using Benefits to Wrongfully Influence someone, e.g.:

- encouraging, holding up or speeding up a decision
- securing a contract
- continuing, growing or enhancing existing business
- approving a permit or license
- passing an inspection or deliberately ignoring a violation
- gaining a “favorable position” for Envu
- prescribing, selling, applying or recommending pharmaceutical or veterinary products

**Kick-Backs** Payments where a portion of the agreed contract amount is funneled (directly or indirectly) back to the Third-Party decision-maker.

**Pending Decision** A “Pending Decision” occurs whenever formal or informal regulatory, legal, administrative or legislative action or decision on a specific issue affecting Envu is currently being reviewed or is in the process of issuance. For example, a Pending Decision may relate to the adoption or amendment of healthcare reimbursement regulations, the registration of Envu products, the issuance of building permits or licenses, the clearance of customs, tax authority inquiries or the inclusion of pharmaceuticals in hospital formularies.

**(Product) Samples** Small amounts / samples of Envu products given out to Third Parties for free to enable them to try and test the product or familiarize themselves with it.

**Professional Event** A work-related meeting (e.g., conference, symposium, congress, seminar, product presentation, product or service promotion, launch event, training, excursion to field trials or demonstration

farms, visit to research or manufacturing facilities, visit to headquarters, etc.) with one or more Third Parties participating (Envu employees may also participate) and with a scientific, commercial, or educational purpose.

Promotional Items                      Branded Gifts of minimum value and quality which are provided as a courtesy or are intended to promote Envu products.

Third Party                                Any person or entity which is not directly or indirectly controlled by Envu. This term is interpreted broadly and includes, e.g., Government Officials, customers, suppliers, other contractors and Healthcare Professionals.

Wrongfully Influence                “Wrongfully Influence” means to intend to cause the recipient of a Benefit to misuse his or her position to provide an Inappropriate Advantage.

#### **4.2 References**

Antitrust Policy # 1.11

Compliance Management Policy # 1.09

Conflict of Interest Policy # 1.10

Travel & Expense and Corporate Credit Card Policy # 2.08

#### **4.3 Change Log**

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