
Key Principles of Exiros Policy on Business Conduct for Third Parties

Schedule A

Introduction

Exiros B.V. and its Subsidiaries (together “**Exiros**” or “**Company**”) believes that working with ethical and reputable third parties is essential for the performance of its operations in compliance with the applicable laws.

Exiros has in place a **Code of Conduct**¹ and a **Code of Conduct for Suppliers**², through which it is committed to building a corporate culture of transparency and integrity based on ethical behavior and compliance with law, and a **Policy on Business Conduct** which fosters, in any form, a solid antibribery and anticorruption *compliance culture*, throughout Exiros and its internal or external interactions, businesses and operations.

Exiros does not and will not authorize, participate in, or tolerate any business practice by Third Parties that does not comply with, or that violates the intent of the principles of its Code of Conduct, of its Code of Conduct for Suppliers and of its Policy on Business Conduct.

Exiros expects anyone engaged in any business and professional relationship that involves Exiros, to conduct themselves with the highest ethical standards and integrity and in compliance with the applicable laws, including in all business-related transactions and interactions with Governmental Entities³, state owned and/or private companies, partnerships or other entities (including associates and customers) and their respective directors, officers, employees and other representatives.

¹ **Exiros Code of Conduct** is available on <https://www.exiros.com/en/ethic-and-compliance>

² **Exiros Code of Conduct for Suppliers** is available on <https://www.exiros.com/en/ethic-and-compliance>

³ **Governmental Entity**: means any government, governmental or regulatory body thereof, or political subdivision thereof (whether federal, state, or local) or any agency, instrumentality or authority thereof, any multinational, supra-national or quasi-governmental entity, body or authority, any self-regulatory organization, or any court for litigation or public arbitrator.

Consequently, along with the interactions and the relationship with Exiros, the third party or its affiliates, employees or representatives or any of its dependants (together **“Third Party”**) performing works in connection with a commercial relationship existing or that might be entered into between Exiros and the third party, must comply with the principles and the requirements of Exiros Code of Conduct or Exiros Code of Conduct for Suppliers, as might be applicable for the type of relationship with Exiros, the Letter of Acknowledgement upon Exiros request, and with the following Key Principles of Exiros Policy on Business Conduct for Third Parties:

1. Ethical Decision-Making

Any time when the Third Party faces challenging situations in regards with possible bribery and corruption acts or conflict of interests, that Third Party shall react promptly in order to take the most ethical decision that would be aligned with Exiros principles.

2. Clear Policies and Procedures and Flow-Down

The Third Party should have internal policies and procedures to ensure compliance with the business conduct requirements of Exiros. The Third Party shall inform and commit their employees and representatives involved in all business, dealings and transactions with Exiros, to act in accordance with compliance commitments with Exiros.

3. Prohibited Payments

No person dependant of the Third Party shall propose, offer, promise, pay, provide, deliver or give, or authorize any other person to propose, offer, promise, pay, provide, deliver or give, **directly or indirectly**, any Thing of Value⁴ on behalf or for the benefit of Exiros, to any individual, customer, governmental official or known Family Member or close related persons, such as friends, business

⁴ **Thing of Value:** means, but is not limited to, any gratification, favor, cash or cash equivalents, gifts, travel, lodging, meals, entertainment, kickbacks, loans, rewards, the use of facilities or provision of services at less than full cost, employment or retention of services and any other advantage or benefit of any kind (whether constituting, or derived from, corporate funds or assets, or personal or third-party funds or assets).

or professional associates to any Public Official⁵ or Private Person⁶ for the purpose of inducing or influencing such persons or any other person to perform or omit to perform any action or function improperly or to receive something in return.

Third Party cannot **request, accept, or agree to accept, directly** or indirectly, any Thing of Value from anyone, intending that, as a result or in exchange thereof, such person or any other person will perform or omit to perform any action or function improperly and opposed to their obligations with the Exiros.

3.1 No Facilitating Payments

No person dependant of the Third Party can, on behalf or for the benefit of Exiros, incur or engage in facilitating payments or payments to any individual, customer, governmental official or known Family Member⁷ or close related persons, such as friends, business or professional associates, intended to expedite or secure performance of a routine administrative action or procedure.

The Third Party will not authorize any person to make facilitating payments nor any prohibited payments on behalf or for the alleged benefit of Exiros.

⁵ **Public Official:** means any of the following: (a) any officer or employee, or any person, whether elected or appointed, who holds a legislative, administrative or judicial position or who represents or acts on behalf of any state, government or public international organization (such as the World Bank or the United Nations), any division, department, ministry, agency or instrumentality of such governmental authority; (b) any officer or employee of any corporation or other entity owned, controlled or operated for the benefit of a Government Entity; (c) any officer of a political party or candidate for public office; or (d) any private person acting on behalf of a Government Entity, even if just temporarily. For purposes of this definition, corporations or similar entities Controlled, by a state or government shall include any entity, regardless of its legal form, over which a state or government may, directly or indirectly, exercise a dominant influence.

Controlled: when used "Controlled" with respect to any specified person or company, means the power to direct the management and policies of such person or company directly or indirectly, through the ownership of voting securities or the right to elect the majority of the members of the Board of directors of such person or company; and the terms "Controlling" and "Control" have meanings correlative to the foregoing.

⁶ **Private Person:** means any owner, shareholder, officer, director, employee or representative of a non-Governmental Entity or a non- state-owned company, whether for profit or not for profit, with which Exiros intends to do or does business.

⁷ **Family Member:** means the spouse or cohabitee of an individual and any person having any of the following kinship with the individual or his/her spouse or cohabitee: ascendant (including parent, stepparent and grandparent), descendant (including child, adopted child, stepchild and grandchild), brother (or half-brother), sister (or half-sister), uncle, aunt, first cousin, nephew, niece and such relatives in-law.

3.2 No Cash or Indirect Payments

Cash payments, bearer checks and/or any indirect payments, on behalf of Exiros, are prohibited. Therefore, the Third Party will not allow any person to make such prohibited payments on behalf or for the alleged benefit of Exiros.

3.3 No Gifts and Entertainment, Charitable Contributions and/or Donations

The Third Party will not authorize any person to pay hospitality expenses nor any contribution or donation on behalf or for the benefit of Exiros.

4. Transparency and Conflict of Interests

Exiros requires fully transparency in all business dealings and interactions with Governmental Entities and with Public Officials, including full disclosure of any potential conflict of interests.

Therefore, no Third Party can, on behalf or for the alleged benefit of Exiros, directly or indirectly, do business with, hire or engage services or employment from the following: (i) any person who is or has been a Public Official or employed by a Governmental Entity or a state-owned company, who directly exercised any authority or influence or supervision over Exiros's activities, business, operations, petitions or transactions; (ii) any person who is or has been a Public Official to whom any person referred to in (i) reports or reported; (iii) any Family Member of any person referred to in (i); or (iv) any company owned, managed, Controlled or supervised by any person referred to in (i), (ii) or (iii); together a **"Restricted Person"**.

5. Integrity Due Diligence

The Third Party shall perform an appropriate level of screening and integrity due diligence to any person that will be retained to be involved in a business or professional relationship with Exiros.

6. Anti-bribery and Anti-corruption Training

The Third Party must complete the compliance training that Exiros will conduct or provide to facilitate compliance with Exiros Code of Conduct and the applicable antibribery and anticorruption laws, rules and regulations.

7. Credentials and Background

The Third Party must maintain professional expertise, certifications, licenses, qualified personnel and resources required to perform the services or continue business with Exiros; shall fully collaborate and provide the required information and documentation related to the due diligence (initial and/or renewal); shall declare any possible conflict of interest that may appear in regards with any member of the Third Party; shall declare any of the persons that would be engaged in regards with the commercial relationship or services to Exiros; shall timely update all information provided during due diligence; shall provide satisfactory supporting documentation in regards with the services performed; shall have accurate registration of all the related transactions in the accounting system; shall maintain, and upon request, shall provide to Exiros a copy of such records, complete and accurate records identifying the amount and the recipient(s) of any payments made regarding the business and agreement with Exiros.

8. Non-Compliance

The Third Party accepts that if any person belonging to the Third Party, its affiliates, employees and representatives or any of its dependants, fails to comply with the provisions of Exiros Code of Conduct, Exiros Code of Conduct for Suppliers, the Letter of Acknowledgement or these Key Principles, such a failure could constitute grounds for termination of the agreement or the business relationship with Exiros.

9. Non-Retaliation

No dependant of Third Party will suffer demotion, penalty, termination or any other adverse consequence for reporting bribery or corruption concerns or for refusing to make a prohibited payment or conduct, even if such refusal results in a loss of business or other adverse consequence to Exiros's business or operations.