

## Anti-Corruption And Anti-Bribery Compliance Policy

### I. Introduction

**1.1.** AUTONOM SERVICES NV (hereinafter "AUTONOM") adopts this compliance policy against corruption and bribery in accordance with applicable national and European legislation (hereinafter "legislation").

### II. The Position of Autonom

**2.1.** AUTONOM has several fundamental principles and values that underpin fair and honest business practices, and it is therefore important that these are adhered to. One of these principles is zero tolerance of corruption and bribery, wherever and in whatever form it may occur. In this regard, AUTONOM is committed to conduct all its business activities in an honest and ethical manner and to comply with all applicable laws in all countries in which it operates.

**2.2.** In applying these principles, AUTONOM categorically prohibits its employees to:

- encourage, solicit, promise or allow another person to offer, promise, give, solicit, agree to receive or accept a bribe on his/her behalf;
- offer, promise, give, demand, or receive or accept a bribe; or
- engage in any other form of corrupt practice, which is defined as the abuse of entrusted powers for private or corporate gain by means that are illegitimate, immoral or inconsistent with ethical standards.

**2.3.** Corruption is punishable by imprisonment. In addition, if AUTONOM and any of its directors, officers, employees or other persons associated with the Company (e.g. consultants, contractors or agents) are found to have engaged in corruption, AUTONOM may be required to pay fines or other penalties and its reputation may be seriously damaged in the public markets and in Romania. AUTONOM therefore takes its legal responsibilities very seriously.

### III. Policy Goal

**3.1.** The purpose of this policy is to present the responsibilities assumed by AUTONOM, its employees and collaborators, as well as to make the public aware of the position adopted by AUTONOM towards corruption.

## IV. Implementation

- 4.1.** This Anti-Corruption and Anti-Bribery Compliance Policy (hereinafter the "Policy") applies to AUTONOM and all of its subsidiaries, divisions and affiliated companies worldwide (collectively "AUTONOM Group").
- 4.2.** The Policy shall be adhered to and carried out by all AUTONOM employees, collaborators, directors, and managers (collectively referred to in this Policy as "Employees").
- 4.3.** AUTONOM will actively investigate any suspected violations of this Policy and, where appropriate, take disciplinary action for cause against any AUTONOM Employees found to have engaged in bribery or corruption, up to and including termination of employment or collaboration contracts.
- 4.4.** AUTONOM will also enforce appropriate legal and contractual sanctions against any AUTONOM Business Representative or other business partner who is found to have committed bribery or corruption offences.
- 4.5.** AUTONOM declares that it will provide appropriate compliance and ethics training to its employees.
- 4.6.** AUTONOM employees are encouraged to consult with a supervisor or the Compliance Officer if they are uncertain about applicable laws, regulations or instructions, or if they are ever in doubt as to whether a particular payment, benefit or activity is permissible under this Policy and applicable law.
- 4.7.** No AUTONOM Employee shall suffer the risk of demotion or other disciplinary action for compliance with this Policy.
- 4.8.** All AUTONOM Employees are required to immediately report to their supervisors or the Compliance Officer any known or suspected deviation from this Policy by any other AUTONOM Associate, affiliated third party or business partner. Employees must never be prevented by threat of disciplinary action or other adverse treatment from raising known or suspected issues of compliance with the policy by others.

## V. What Are Bribery And Corruption

- 5.1.** Bribery is the act of offering, promising or authorizing the offering of anything of value directly or indirectly, including any advantage to any person to cause the person to receive or any other person to carry out a certain activity or task or to exercise decision-making power incorrectly. Bribery also includes the act of soliciting or confirming the receipt or acceptance of anything of value directly or indirectly, including any advantage that causes you or anyone else to perform your duties, carry out your work, or exercise your decision-making power incorrectly. Bribe can be anything of value and can include money, loans, contributions or donations, gifts, entertainment, travel, job offers, reimbursements, discounts, free products, other goods, services or anything else that might be considered of value. Bribe can also take the form of a "reward" and can be paid after the recipient has failed to meet its obligations.
- 5.2.** Two parties can be identified in the bribery action:

- one that gives bribes and represents bribery – active corruption and
- one that receives bribes, the latter can be charged with bribery - passive corruption.

**5.3.** It is important to understand that a corrupt act has taken place even if the bribe fails and even if a person authorises or gives instructions for a bribe, but ultimately it is not offered or paid.

**5.4.** "Anything of value" includes, but is not limited to:

- Cash, cash equivalents (such as vouchers/gift cards), shares, personal property and the assumption or forgiveness of debt.
- Gifts, meals, entertainment, and travel – any corporate travel, gifts, entertainment and meals must be proportionate to the occasion and comply with the gift and entertainment policy/standards applicable to your location.
- Political contributions.
- Charitable contributions – if made to a charitable organization at the direct request of a government official or private business partner, could be considered an indirect bribe made to obtain or retain business or to secure some other improper business advantage.
- Job offers or internship awards – offers to government officials (or their relatives) may present a risk of violating anti-bribery or anti-corruption laws and regulations. Compliance should be consulted before making such offers.
- Any non-financial benefit or promise of a benefit if it is given for an illicit purpose.

**5.5.** According to the laws applicable in Romania, giving and taking bribes is punishable by imprisonment of up to 10 years.

**5.6.** Corruption is dishonest or fraudulent behaviour by those in power for the purpose of gain, usually involving bribery.

## VI. Gifts

**6.1.** Reasonable exchanges of gifts of courtesy and hospitality can be part of our business practices on occasions. They are permitted only if they comply with the intent of this Policy and applicable laws, regulations, industry codes or local policies and if they are:

- granted in good faith and transparently;
- rare (for any individual recipient), legitimate, transparent, proportionate, justifiable and of reasonable value, as any uninvolved third-party observer would assess as normal business courtesy;
- are not given or received with the intent or prospect of improperly influencing the recipient's decision-making or other conduct; and
- are not part of a reciprocal exchange agreement.

## VII. Indicators

- 7.1.** In preventing, detecting, and stopping corruption practices, AUTONOM employees will use the following list of suspicion indicators:
- a. Using an agent with a bad reputation or ties to a foreign government.
  - b. Disproportionate third-party demands, success-based or commission-based remuneration.
  - c. Unusually high commissions or fees paid for cases where the agent does not appear to have provided significant services.
  - d. Third party requests for a suspended payment method (e.g. requests for cash payments or undocumented payments that do not comply with normal internal control measures).
  - e. Unusual bonuses that cannot be fully justified.
  - f. Payments made through third countries considered "tax havens" or to offshore accounts.
  - g. Private meetings requested by contractors or companies hoping to bid for contracts.
  - h. Failure to comply with AUTONOM policies and procedures – abuse of decision-making.
  - i. Unexplained preferences for certain subcontractors.
  - j. Issuing invoices exceeding the contract value.
  - k. Unusual or unprecedented requests for charitable contributions to government officials or business contacts.
- 7.2.** The above list is by way of example, AUTONOM employees are alert to any other indications that might raise suspicions of corruption.

## VIII. Responsibilities

- 8.1.** It is the responsibility of every AUTONOM employee to:
- read, understand and comply with this Policy and be aware of local legislation, any local industry codes and any additional internal instructions relating to the subject matter of this Policy, including any revisions, and confirm awareness by signing the form provided for this purpose;
  - receive training on how to implement and adhere to this Policy;
  - consider whether their actions could be considered or interpreted as "bribery" or "corruption" by an independent third-party observer, even if not intended as such;
  - consult with a supervisor or Compliance Officer if they are unsure whether a specific payment, benefit or activity is in compliance with this Policy;
  - notify a superior or Compliance Officer as soon as possible if they believe or suspect that a conflict with this Policy has occurred or may occur, including observed or anticipated conflicts of other AUTONOM associates and
  - cooperate with any internal or governmental investigation into ethical compliance.
- 8.2.** Any AUTONOM Employee who does not adhere to this Policy may face disciplinary action, which may result in termination of employment with possible immediate dismissal.

- 8.3.** Any reporting will be treated in the strictest confidence and there will be no action against the complainant as a result of the report, as the complainant is protected.
- 8.4.** Also, any reporting must be done in good faith, about real facts, and actions, based on the objective judgement of the reporter.
- 8.5.** This procedure applies to all AUTONOM Employees and is implemented, monitored, and enforced on an ongoing basis.