

BW IDEOL
Anti-Bribery and Corruption Policy
PO-LE-003

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AMENDMENTS

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1. INTRODUCTION

1.1. POLICY STATEMENT

It is BW Ideol's policy to conduct all of our business in an honest and ethical manner. The Company (as defined below) takes a zero-tolerance approach to bribery and corruption and we are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate.

Similarly, the Company takes a zero-tolerance approach to any economic crimes including money laundering and terrorism financing, tax evasion, and transactions with sanctioned countries, entities and/or individuals.

We will uphold all laws¹ relevant to countering bribery, corruption and any economic crimes in all the jurisdictions in which we operate, and we are particularly committed to ensuring that our compliance programme meets international best practice and that we implement and enforce effective systems to counter bribery and corruption.

This policy is endorsed by the Board of Directors and they have an overall responsibility for ensuring that this policy complies with our legal and ethical obligations, and that all those under our control comply with it.

1.2. PURPOSE

The purpose of this policy is to:

- Set out the Company's approach, and the responsibilities of those working for us, in observing and upholding our position on bribery, corruption and any economic crimes;
- Provide information and guidance to those working for the Company on how to recognise and deal with bribery and corruption issues.

1.3. SCOPE

This policy applies to all individuals working at all levels and grades within the Company and in all countries or territories where the Company operates. If this policy stipulates stricter rules than local customs, standards, laws or other local policies, the stricter provisions of this policy shall apply.

The Company expects Third parties working on its behalf to respect the same standards as those embodied in this policy.

¹ Including ABAC Laws and Money laundering laws.

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1.4. DEFINITIONS & ABBREVIATION

Abbreviation	Definition
CEO	Chief Executive Officer
CFPO	Chief Financing and Partnership Officer
CSMO	Chief Sales Marketing Officer
UK	United Kingdom
U.S	United States of America

Name	Definition
ABAC Laws	shall mean any anti-bribery or anti-corruption law (including common law), regulation or rule applicable to the Company, including the U.S. Foreign Corrupt Practices Act of 1977, the UK Bribery Act 2010 and the 2017 French Law Sapin II.
Agent	means any person, company, firm or joint venture that is engaged in any way to represent the Company before Third parties other than before Public official.
Bribery and corruption	occurs when one person offers, pays, seeks or accepts a payment, gift, favour, or a financial or other advantage from another, improperly to influence a business outcome, to induce or reward improper conduct or to gain any improper commercial, contractual, regulatory or personal advantage. It can be direct, or indirect through third parties.
BW Ideol's Approval Criteria Test	means the approval criteria test detailed in the policy referenced PO-LE-001 ("Policy on Gifts, Entertainment and Hospitality")
Conflict of interest	occurs when an individual's private or personal interests (including when a direct relative of such individual is a Public Official) have the potential of influencing the way they perform their professional duties at the Company. A conflict of interest may be financial or non-financial in nature.
Control	shall mean ownership of more than fifty percent (50%) of the voting stock.
Company	refers to BW Ideol AS and/or any its direct and indirect Controlled subsidiaries, as the case may be.
Economic crimes	also known as financial crime, refers to illegal acts committed by an individual or a group of individuals to obtain a financial or professional advantage, It includes, amongst others, fraud, money laundering, financing of terrorism or tax evasion.
Employee	shall mean any director, employee, trainee or officer of the Company, full time or part-time.
Facilitation payments	are unofficial payments made to secure or expedite the performance of a routine or necessary action, by a public official.
Gift	Shall mean an item, an entertainment and/or hospitality (including meals, attendance at a cultural, social or sporting event) given or received.
Influence peddling	shall be defined as the fact, for any person, to solicit or accept at

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or under French law “Trafic d’influence” (article 433-2 of the French Criminal Code)	any time, directly or indirectly, any offer, promise, donation, gift or benefit whatsoever, for himself or others, for the purpose of misusing or abusing its actual or perceived influence for the purpose of obtaining distinctions, employment, markets or any other favourable decision from a Government or a Government Organisation.
Intermediary (ies)	shall mean any person, company, firm or joint venture that is engaged in any way to represent the Company before a Public Official or to obtain any benefit from a Public Official, including an intermediary nominated by a Government but paid by the Company. It includes commercial agents (business agents, distributors engaged to assist in obtaining Government contracts), processing agents (couriers, customs agents, visa processors, freight forwarders), professional agents (attorneys, accountants, lobbyists).
Lobbying	shall mean trying to persuade a politician, a Public official, the government or an official group that a particular thing should or should not happen or that a law or rule should be changed or promulgated to give the Company or its industry an advantage. This might include changing regulations to favour a bid submitted by the Company for example.
Money Laundering Laws	shall mean all anti-money laundering laws and all financial record keeping and reporting requirements, rules, regulations and guidelines applicable to the Company.
Public official	officials or employees of any government or other public body, agency or legal entity.
Third party	any external individual or organisation other than Employees of the Company. This includes actual and potential customers, distributors, wholesalers, suppliers, business partners and contacts, Intermediaries, Agents, government and public bodies, including their advisers, representatives or agents and officials, politicians and political parties.

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1.5. REFERENCES

Reference	Description
PO-LE-001	Policy on Gifts, Entertainment and Hospitality
PO-LE-002-FR	Politique Cadeaux, Divertissements et Hospitalité
PO-LE-005	Whistleblowing Policy
PO-LE-006-FR	Politique de signalement
GD-LE-007	Third Party Due Diligence Flowchart
SP-LE-008	Anti-Bribery and Corruption Clause
SP-LE-009-FR	Clauses Anti-Corruption
FO-LE-011	ABC Risk Register
FO-LE-012	Business Partner Anti-Bribery and Corruption Due Diligence Questionnaire
FO-LE-013	Supplier Anti-Bribery and Corruption Due Diligence Questionnaire
FO-LE-014-FR	Questionnaire Anti-Corruption à destination des fournisseurs
FO-LE-015-JP	Supplier Anti-Bribery and Corruption Due Diligence Questionnaire (Japanese)
FO-LE-017	Internal Audit ABC checklist

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2. THE POLICY STATEMENT

2.1. KEY PRINCIPLES

- The prevention, detection and reporting of Bribery and other forms of corruption are the responsibility of all those working for us or under our direction;
- You must ensure that you read, understand and comply with this policy at all times. You should at all times, avoid any activity that might lead to, or suggest, a breach of this policy;
- You must notify your line manager or the Head of Human Resources or the CFPO or use the whistleblowing platform via the following link: <https://speakup.bw-ideol.com> as soon as possible if you believe or suspect that a breach of this policy has occurred, or may occur in the future;
- Any Employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct, in accordance with the applicable internal policy, if any.;
- We reserve our right to terminate our contractual relationship with third parties if they breach this policy.

If you have any questions, please revert to either your line manager, the Head of Human Resources or the CFPO.

2.2. ACCEPTING AND OFFERING BRIBES

The Company does not tolerate Bribery in any form. Set out below are examples of conduct that could amount to an offence under ABAC Laws. This conduct could also result in an Employee or the Company being liable for criminal penalties, such as fines and/or prison sentences.

Offering a bribe

Employees, whether directly or indirectly, must not offer, promise or give any Gift, cash or anything of value (including a financial or other advantage) to another individual in the public or private sector to influence that person to act improperly or to reward that improper performance. More specifically, Employees must not make an offer, promise or payment **even if it is:**

- Made indirectly or through a Third party or an Agent/Intermediary;
- Considered to be part of the normal course of business within a specific country;
- Initially suggested by the other person; or
- Meant to improperly expedite a normal procedure or improperly facilitate another individual to perform their lawful duties.

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Accepting a bribe

Employees, whether directly or indirectly, must not request, receive or agree to receive Gifts, cash or anything of value or any kind of advantage, to act improperly or reward that improper performance.

2.3. ANTI-BRIBERY AND CORRUPTION RISK ASSESSMENT

In order to consider and raise awareness of the Bribery and corruption risks which the Company faces throughout its organisation and across all of its operations, a corporate anti-Bribery and corruption risk assessment will be completed on a regular basis.

This will be carried out whenever there is a significant change in the Company's organisation or business activities and at least once every three years. It is managed by the Head of Legal and reviewed by the CFPO and CEO as appropriate.

This risk assessment will allow the Company to mitigate and control exposure to Bribery and corruption risks.

Following any assessment, amendments may be required to the policies and procedures and these will be communicated to all Employees.

2.4. DUE DILIGENCE AND ENGAGING THIRD PARTIES

The Company is ultimately responsible for ensuring that Third parties who act on its behalf are compliant with this Anti-Bribery and Corruption Policy as well as any local laws.

The definition of Third parties is broad and could include a range of co-contractors such as Agents, Intermediaries, distributors, joint venture partners or partners who could act on behalf of the Company. Whilst the use of Third parties contractors can help us reach our goals, we need to be aware that these arrangements can potentially present the Company with significant risks.

Risk can be identified where a Third party conducts activities on our behalf so that the result of their actions can be seen as benefiting the Company. Third parties who act on the Company's behalf must be advised of the existence of and operate at all times in accordance with this policy.

The CFPO and CEO must ensure that appropriate areas of the business are conducting reasonable anti-Bribery and corruption due diligence when engaging in business relationships with Third parties (including business partners, Intermediaries, suppliers, joint venture partners, etc.).

- The relationship manager (CSMO, CFPO, CEO) must follow the due diligence procedure developed by the Company and set out in the due diligence flow chart.
- If due diligence is required, the relationship manager conducts a reputation check then sends the questionnaire to the Third party. It is returned to the CFPO (or to the Head of Legal when the relationship manager is the CFPO).
- The CFPO (or Head of Legal when the relationship manager is the CFPO) must then review and approve the due diligence conducted.

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- If further risks are identified, the CFPO or Head of Legal will determine the extent of any additional due diligence review to be performed. It could include in particular a reputation check performed by an external specialized advisor. The CEO will review if needed.

Where any risk regarding a Third party has been identified, the CFPO or the Head of Legal must:

- Evaluate the background, experience, and reputation of the Third party;
- Evaluate the business rationale for engaging that Third party;
- Conduct a detailed due diligence on the Third party based on the Company's due diligence checklist;
- Understand the services to be provided, and methods of compensation and payment;
- Check whether the proposed fees charged are in accordance with normal business practices, not excessive and paid mainly on a retainer monthly basis or in connection with clear, demonstrable milestones;
- Check whether the contract terms are in conformity with the Company minimum terms;
- Take reasonable steps to monitor the transactions of the Third party appropriately;
- Maintain and update on a regular basis a list of Third parties used by the Company; and
- Ensure there is a written agreement in place which acknowledges the Third Party's understanding and compliance with this policy.

This due diligence must be documented, tailored and risk based. Risk-based monitoring of Third parties' performance must be conducted on a regular basis to ensure compliance with contractual requirements.

The CFPO must give approval for a Third party to be enlisted by the Company, except for the Intermediaries and the Agents for which the CEO's approval is also required.

Finally, the CFPO is in charge of keeping record and copy of the due diligence processes.

2.5. GIFTS, ENTERTAINMENT AND HOSPITALITY

Gifts (including entertainment and hospitality) provided to and received from Third parties should always be reasonable and proportionate in the circumstances. Before accepting any Gifts employees are required to carry out BW Ideol's Approval Criteria Test.

It is important that any suggestion of impropriety is avoided. Lavish or excessive Gifts are therefore unacceptable, not least because they may be, or give the appearance of being, a bribe.

If you are unclear about the acceptability of giving or receiving gifts, entertainment or hospitality, you should seek guidance from your line manager or the CFPO.

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Further and detailed content on this topic including the approval and registration processes can be found in the Company's Policy on Gifts, Entertainment and Hospitality.

2.6. VISITING BW IDEOL'S DEMONSTRATION SITES

When the Company is asked to pay for a Third party to visit one of Company's sites, written approval should be obtained beforehand from the CFPO. It is important to note that:

- The conduct of the visit should always be in line with the Third party organisation's policy;
- Providing per diem to the visitors is not in line with Company's practices. Any deviation from this rule should be addressed directly to the CFPO;
- The visitors should be strictly limited to those required and attending for business reasons;
- No payments can be paid to any Public official to visit the site.

2.7. CONFLICTS OF INTEREST

We understand that avoiding a Conflict of interest is not always possible or practical. Also, having a Conflict of interest is not necessarily a problem. It becomes a problem if an Employee tries to influence the outcome of business dealings for direct or indirect personal benefit. This is why transparency, in the form of disclosure, is critical and helps to protect the integrity and reputation of the Company and the Employee.

During Company's recruitment process, all candidates should be asked about to confirm whether or not they have any Conflict of interest that might be related to Company's business. Any such connections should be documented together with any agreed mitigation strategy.

All Employees will be regularly reminded to disclose any actual or potential Conflicts of interest.

In case of a potential or actual Conflict of interest, all Employees are required to document the Conflict of interest to their line manager. The line manager has to respond and note any mitigating actions that must be taken (e.g. the Employee should not be involved in procurement with the organisation where there is a Conflict of interest). All situations should be managed in a way that protects both the Company and the Employee concerned.

2.8. INTERACTING WITH PUBLIC OFFICIALS

In conducting its activities, Company employees regularly deal with Public officials. This could be, for example when participating in a process for obtaining public funding to finance an activity, when searching for the support of a public agency for the award of a project, when seeking the support of a public utility to participate in a consortium or participating in a public procurement process.

Employees must take extra care in interaction with Public officials. The Company's relations and dealings with Public officials, as with other stakeholders, should at all times be such that the Company's integrity and its reputation would not be damaged if details of the relationship or dealings were to become public knowledge.

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It is important to remember that:

- Any form of Bribery including Influence peddling is strictly forbidden. Therefore :
 - Employees, whether directly or indirectly, must not offer, promise or give any Gift, financial or other advantage, including facilitation payments, to a Public official or to another person at that Public official's request in order to influence the Public official to obtain or retain business or any other advantage in the conduct of business.
 - Facilitation's payments of small sums of money to generally junior or low-level Public officials to secure or speed up performance of routine actions are also considered a bribe by the Company.
 - If you are asked to make a payment on behalf of the Company, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods and services provided. You should always ask for a receipt which details the reason for the payment.
 - Any bribes or facilitation payments requested, offered or made in relation to the Company's business must be reported to your line manager or the Head of Human resources or the CFPO or by using the whistleblowing platform via the following link: <https://speakup.bw-ideol.com>;

2.9. LOBBYING

Care should be taken when Employees or Third parties may be engaged in Lobbying on the Company's behalf. Any Lobbying activity must be in accordance with local laws and ABAC Laws and conducted with honesty, integrity and transparency, and comply with our zero tolerance of Bribery and corruption. Individuals or entities engaged in lobbying activities on behalf of the Company (including Third parties) should be considered as high-risk and must:

- Be authorized to do so by the CEO;
- Be registered in the relevant country where applicable ;
- Undergo an appropriate risk assessment (including screening or other due diligence as may be necessary to gather the information needed to understand and manage the risk);
- Agree to strict anti-corruption representations, warranties and undertakings; and
- Conduct themselves in a way that conforms with all applicable laws (including the ABAC Laws), the rules set out in this policy, and with honesty, integrity and transparency in all dealings with governments, their agencies and representatives.

2.10. CHARITABLE DONATIONS AND POLITICAL CONTRIBUTIONS

Charitable and community donations and support are a legitimate corporate activity, but they can also be a form of disguised bribery or the conduit whereby, with or without the donor's knowledge, money is channelled to corrupt public officials. For that reason, great care needs to be taken with such

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activities. The key principle is that contributions are used for the identified charitable or community purpose and this can be verified independently. Such contributions must not be provided as an inducement or reward for any improper conduct.

Please remember the following principles:

- No charitable donation must be offered or made without the prior approval of the CEO;
- If a client or public official requests that the Company makes a charitable or community donation, this should be viewed as a red flag, and reported to the CFPO or Head of Legal;
- The Company does not make corporate contributions or donations to political parties or to any organizations, think-tanks, academic institutions or charities closely associated with a political party or cause.

2.11. COMMERCIAL SPONSORSHIP

It is legitimate and reasonable for a company to provide commercial or corporate sponsorship, but it can raise similar issues to charitable or community support. If the money or other benefits are provided not as a philanthropic gift but in anticipation of benefits in return, such as advertising, profile-raising, services or marketing opportunities, it should be considered commercial sponsorship. The compliance justification lies in the fact that the value of the sponsorship has been assessed commercially as providing legitimate anticipated benefits of equal value in return, rather than an expectation of some non-transparent, potentially improper benefits.

Care should be taken to ensure that any commercial sponsorship does not create a Conflict of interest or inappropriate sense of obligation or indebtedness.

It should not be provided as a direct or indirect incentive or reward to a Public official or client representative for the award of work or for gaining any advantage in doing business other than those associated with legitimate promotional or advertising benefits.

3. EMPLOYEES' RESPONSIBILITIES

Employees must ensure that they read, understand and comply with this policy. All Employees are required to avoid any activity that might lead to, or suggest, a breach of this policy.

4. SPEAKING UP

If you suspect that this policy has been breached then we want you to speak up! There are a number of ways available to Employees to raise concerns, if you feel comfortable doing so you can speak either to your line manager, the Head of Human Resources or the CFPO.

Concerns may also be raised by using the whistleblowing platform via the following link: <https://speakup.bw-ideol.com>

The Company is committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in Bribery, corruption or any other economic crimes or because of reporting in good faith their suspicion that an actual or potential bribery or other corruption offence has taken place or may take place in the future.

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If you believe that you have suffered any such treatment, you should inform your line manager or the Head of Human resources immediately. If the matter is not remedied, and you are an Employee, you should raise it formally with the CFPO or the CEO or contact the whistleblowing line.

The Company ensures that no retaliation will take place against another individual who has refused to commit a Bribery offence or who has raised concerns under this policy.

Further content on this topic can be found in the Company's Whistleblowing Policy.