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POLICY

MARKEN ANTI-CORRUPTION COMPLIANCE

1. Purpose


- 1.1 The Marken group ("Marken") is committed to acting with honesty and integrity in everything that we do. We strive to act with honesty and integrity, and comply at all times with all applicable laws and regulations in accordance with our Code of Ethics.
- 1.2 The Marken Anti-Corruption Compliance Policy (the "ACP") is intended to ensure that Marken, our affiliates and joint venture partners, as well as our respective officers, directors, employees, Vendors, consultants, contractors and sub-contractors and anyone else who acts on behalf of Marken fulfill this commitment and comply with any and all applicable national and international:
 - (a) Anti-bribery and anti-corruption;
 - (b) Fraud or wilful misconduct;
 - (c) Anti-money laundering; and
 - (d) Anti-competitive (anti-trust), laws, regulations and treaties.

2. Scope

2.1 Temporal Scope

2.1.1 Refer to ZenQMS for the effective date of this Policy.

2.2 Organisational Scope

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2.2.1 Marken and its Affiliates, all of their respective Employees and Vendors must follow the ACP.

2.2.2 Companies and persons with whom we conduct business will be made aware of the ACP as it applies to dealings with our Employees and Vendors and encouraged to adopt similar policies.

2.3 **Jurisdictional Scope**

2.3.1 This Policy applies globally.

3. **Policy Responsibility and Review**

3.1 Controlled copies of this document will be placed on the Marken Intranet by Quality Assurance.

3.2 Branch Managers, Line Managers or Quality Coordinators are responsible for ensuring staff are trained to this procedure in accordance with the training SOP.

3.3 General Counsel has ultimate responsibility for this Policy.


4. **How Can You Report a Violation of the ACP?**

4.1 If you believe that a provision of the ACP has been or is being violated, you have a responsibility to raise your concerns immediately with someone who can deal with the situation. You can do this through your manager or regular human resource channels, by alerting the Legal Department (see contact details set out in Exhibit 6). This obligation is ongoing and you have an obligation to update the report if you obtain new information.

4.2 If you prefer, you can use the Marken Global Helpline at 1-800-220-4126 or markenhelpline.com to report a suspected violation by telephone or email. Any such report may be made anonymously. Marken will not under any circumstances permit or tolerate any retaliation of any kind directed against anyone who reports an issue concerning the ACP (in accordance with the Marken Whistle-blowing Policy) and any retaliation attempts will be subject to disciplinary action.

4.3 Employees and Vendors who know or suspect that retaliation has taken place have a duty to report it to their supervisor, the Marken Global Helpline, or the Legal Department. Equally, any person who files a report with the intention of spreading false rumors or threatening or damaging the reputation of Marken or any Employee will be subject to disciplinary action.

4.4 Anonymous reports may be made by contacting the Legal Department or the Marken Global Helpline (see contact details set out in Exhibit 6) and callers should

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state immediately that they wish to make an anonymous report that a provision of the ACP has been or is being violated.

5. What Can Happen to Individuals Who Violate the ACP?

- 5.1 Upon receiving a report of a suspected or actual violation, the Compliance Committee will immediately document and investigate that report, and take all remedial action(s) deemed appropriate in the circumstances.
- 5.2 Employee or Vendor violation of the ACP or any Anti-Corruption Laws can lead to disciplinary action, including, without limitation, termination, suspension, restitution and reprimand. Violations (whether by Employees, Vendors or any other person or entity) that involve a criminal act could result in prosecution by appropriate government authorities. Employees will be subject to disciplinary action for failure to cooperate in implementing the ACP.

6. Requirements, Prohibitions and Procedures

- 6.1 It is Marken's corporate policy to act with honesty and integrity in everything that we do, to comply with all applicable laws wherever we operate, and to require that anyone doing business on our behalf also comply fully with those laws and with this policy.
- 6.2 The Compliance Committee and the Legal Department will take prompt measures to resolve and mitigate potential harms caused by any violations, including for example by terminating relationships with Vendors, business partners or other persons or entities involved in the matter.
- 6.3 **Compliance with Anti-Corruption Laws**
 - 6.3.1 Marken and its Affiliates and all of our Employees and Vendors shall comply strictly with all applicable Anti-Corruption Laws.
- 6.4 **No Giving or Receiving of Bribes**
 - 6.4.1 Any direct or indirect offer, promise, payment, agreement, facilitation, solicitation or acceptance of bribes in any form is prohibited. The ACP strictly prohibits any Employee or Vendor from making, promising or offering to make, agreeing, facilitating, authorizing or permitting, directly or indirectly, any payment or giving of money or "anything of value" to any Public Official, or to any private person or enterprise, which is for the purpose of inducing or influencing such person to act, or fail to act, in a manner that would assist in obtaining, facilitating, or retaining business, or otherwise securing any improper business advantage. In addition, no Employee or Vendor shall request, agree to receive or accept, directly or

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indirectly, a financial or other advantage resulting in the improper performance of a relevant function or activity on behalf of Marken, any Marken Employee or any Marken Vendor. These prohibitions apply whether the payment, gift or offer or promise thereof is made or received directly or through a third party, such as a Vendor, representative, contractor, joint venture partner or distributor. You should contact your manager or the Legal Department, or any other member of the Compliance Committee, with any questions about whether a person or organization should be treated as a Public Official.

6.5 Facilitation Payments

6.5.1 Also known as "grease payments", mean typically small payments made in some countries or circumstances for the purpose of facilitating or accelerating certain ministerial or bureaucratic, non-discretionary actions of a Public Official, such as processing government paperwork, providing routine government services and actions of a similar nature (for example, processing packages in customs or mail delivery). Routine government action does not include a decision by a Public Official to award business to, or continue business with, a particular company. **Facilitation Payments are strictly prohibited.**

6.6 Receiving Gifts


6.6.1 Employees should refer to the Marken Expenses, Hospitality and Gifts policy for guidance in relation to gifts received from third parties. Vendors should not accept gifts from Public Officials or other third parties that relates in any way to work or business that Vendors are conducting for or on behalf of Marken.

6.7 Cash Payments

6.7.1 Cash payments of any kind to any third party, other than documented petty cash disbursements, are strictly prohibited. Company checks shall not be written to "cash", "bearer", or anyone other than the party entitled to payment.

6.8 Conflicts of Interest

6.8.1 Employees and Vendors must avoid conflicts of interest between their private activities and their participation in the conduct of business on behalf of Marken. Employees must immediately disclose any potential conflicts of interest to their supervisor or to a member of the Compliance Committee. By way of example (and without limitation), Employees should disclose any personal interest they may have in any Vendor or if they are the spouse or partner of any Public Official that is connected or becomes connected in any

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way with any business interests of Marken, either directly or as a result of work or business that Vendors are conducting for or on behalf of Marken.

6.9 Anti-Competitive practices


6.9.1 Marken believes in honest and fair competition. Anti-Competition laws of countries around the world are designed to preserve a competitive economy and to promote fair and vigorous competition. Marken ensures that any prospective purchase of (a) a company or (b) a business and / or assets, the purchase is reviewed to align with competition and trusts laws. In all cases, Marken shall ensure that where applicable relevant anti-competitive / anti-trust checks / applications through the relevant government authorities.

6.10 Protections against Money Laundering and Fraudulent Payments

6.10.1 Marken recognizes its responsibilities as a global corporation to ensure that its business, its Employees, and its Vendors refrain from, or assisting in, money laundering under applicable Anti-Money Laundering Laws. In addition, Marken maintains an obligation to its shareholders to prevent loss of assets and resources through fraudulent activities and payments being made.

6.10.2 Marken Finance has implemented confidential processes to ensure that:

- (a) **Customer** payments align with billing for services performed. Unexpected payments from unknown sources are swiftly recognized and addressed by the Accounts Receivable Department. Further, Marken mandates that all payments must be via bank transfer;
- (b) **Suppliers are** properly vetted (identity and bank account details are independently verified through a phone call directly with the supplier). In addition, payment to suppliers requires a three step set up and verification through :
 - i. Initial set up of the supplier template in Marken external banking system is undertaken by the Accounts Payable Department (Account Set Up);
 - ii. Accounts Receivable Department approves the Account Set Up; and
 - iii. The invoice is submitted in the system and approved by the Marken Function who can validate that the services were rendered and independently by the Finance team.

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6.10.3 This process ensures that (a) payments are validly made to the right entity and (b) we have a greater line of defence against fraud.

6.11 Accurate Books and Records

6.11.1 This ACP and applicable Anti-Corruption Laws require that Marken, including all of our Affiliates, maintain books, records and accounts that completely and accurately reflect all payments given and received, expenses and transactions, including records of promotional and marketing expenses, gifts, and political and charitable donations. Marken is also required to implement and maintain a system of internal monitoring controls to ensure that our transactions and business dealings are carried out transparently, in accordance with management's authorization and in accordance with applicable law. The Marken Finance and Legal Departments are principally responsible for maintaining such controls. You must cooperate with the Finance and Legal Departments by ensuring that the books and records for which you are responsible are fully consistent with and comply with such controls.

- (a) Any deficiencies shall be reported immediately to the Marken Legal or Finance Departments (as applicable).
- (b) Any Employee having information or knowledge of any unrecorded or mischaracterized asset or fund, or any false, misleading, or artificial entry in Marken's books or records must immediately notify the Compliance Committee or the Legal Department (see contact details set out in Exhibit 6).
- (c) False or misleading entries will result in immediate disciplinary action. Undisclosed or unrecorded payments or assets are strictly prohibited.


6.12 Charitable Donations

6.12.1 We are committed to the communities in which we do business and permit reasonable donations to charities. Employees must ensure that donations made on behalf of Marken or its Affiliates are given only to *bona fide* charities and are only used for proper charitable purposes and not otherwise misapplied in violation of this ACP or Anti-Corruption Laws.

6.12.2 Prior Approval from Legal Department

6.12.3 Employees are required to obtain prior written approval from the Legal Department before making any charitable donation on behalf of Marken. The Legal Department will consider the following circumstances in deciding whether the donation can be made:

- (a) The charity refuses to issue a receipt, or suggests that the gift be made anonymously;

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- (b) The donation is directed to accounts other than the country where the charity is located;
- (c) An officer, director, or employee of the charity has family or other ties to a Public Official;
- (d) The donation and intended recipient are suggested by a Public Official; or
- (e) There is any suggestion that the donation may influence government action or incline the government or a Public Official to look more favorably on Marken.

6.13 Political Contributions

6.13.1 Corporate contributions to candidates for political office, cannot be made by or on behalf of Marken. Employees and Vendors engaged in political activities must at all times make clear that their views and actions are their own, and not those of Marken.

6.14 Permitted Promotional and Marketing Expenses and Gifts

(a) Promotional and Marketing Expenses


Marken may provide hospitality not to exceed US\$150 per person per event or US\$500 per person in total annually or equivalent in local currency to a Public Official or business contact if, and only if, the expenses are directly related to promoting, demonstrating or explaining Marken products or services and also only if receipt of such expenses is expressly permitted by the written local law to which the public official is subject and expressly approved in writing by the entity which the recipient represents. Such promotional or marketing expenses must be *bona fide* and reasonable in light of similar routine business costs.

(b) Promotional Gifts

Promotional gifts of nominal value may be given as a courtesy, as a token of regard or esteem, or to promote goodwill. Such promotional gifts must be of nominal value (in every case less than \$50) and should generally bear Marken's logo or trademark. No gifts of any kind may be given as a bribe or for the purpose of influencing any act or decision of a Public Official in his or her official capacity.

(c) Approval Process

Employees must refer to the Marken Expenses, Hospitality and Gifts Policy for further guidance on expenses, the giving of hospitality, entertainment and gifts and procedures to be followed. For all expenses, the standard expenses

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claim form should be completed by the Employee and authorized by their line manager.

(d) Use Common Sense

The basic rule is to use common sense and exercise caution with respect to all business dealings, and particularly dealings with individuals who may be Public Officials. The goal is to avoid not only violations of law but also to avoid the appearance of impropriety or improper conduct. Payment of promotional and marketing expenses and giving of promotional gifts shall only be permitted if such expenses or gifts serve the limited purpose of promoting a reasonable business aim. Such payments and gifts must not in any way be intended to cause the recipient to misuse his official position to benefit Marken.

6.15 Prior Written Approval Required When Hiring Vendors, Contractors, Consultants and other Business Partners

6.15.1 It is critically important to carefully assess potential Vendors and business partners because Marken can in certain circumstances be deemed responsible for their actions. Exhibit 1 sets out due diligence steps to follow in assessing whether to proceed with, or terminate, a particular Vendor or business partner relationship.

6.15.2 In addition, contracts with such persons must include specific language addressing compliance with the ACP and Anti-Corruption Laws. Sample language is set forth in Exhibit 4. All contractual arrangements must be reviewed and approved by the Legal Department.


6.16 Acquisitions

6.16.1 Whenever Marken is contemplating any mergers, acquisitions, joint ventures or other business combinations, the Legal Department must be notified and shall conduct and/or supervise anti-corruption due diligence. Transaction documents must include specific language addressing compliance with Anti-Corruption Laws. Sample language is set forth in Exhibit 5. All such transaction documents must be approved in writing by the Legal Department prior to being executed.

6.17 Employee Education Program

6.17.1 Employees and selected Vendors will receive mandatory training concerning the ACP and refresher training may be provided thereafter. It is the Compliance Committee's objective to annually train:

- (a) 100% of Employees on the ACP, including signature to acknowledge understanding and completion of the associated test found on ZenQMS.

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6.17.2 The Compliance Committee shall be responsible for implementing the EEP and determining the level of training required for Employees and selected Vendors. This may include targeted training for Accounts Payable and Accounts Receivable departments as well as the Finance team.

6.18 Annual Employee Certification

6.18.1 As a condition of continued employment, Employees shall be required to acknowledge they (i) have received anti-corruption training, (ii) understands, has complied with and intends in the future to comply with applicable Anti-Corruption or Anti-Money Laundering Laws and the ACP, (iii) know of no violations of Anti-Corruption, Anti-Money Laundering Laws or the ACP by any other Employee, and (iv) knows of no other facts or circumstances that could reasonably be expected to involve a violation of Anti-Corruption or Anti-Money Laundering Laws or the ACP in connection with Marken and its Affiliates. This certification shall be kept in ZenQMS. Marken aims for 100% compliance on for certification.

6.19 Business Partner Certification


6.19.1 Every Marken Vendor may be required to sign an "Anti-Corruption Compliance Certification" (set out in Exhibit 3). Selected Employees may be required to assist in ensuring that this Certification is signed by Vendors or joint venture companies and failure by any such Employee to carry out the required actions may result in disciplinary action.

6.20 Policy Update and Notification

6.20.1 Marken's Legal Department and Compliance Committee are hereby authorized to amend and update the ACP as needed to remain in compliance with all applicable Anti-Corruption Laws, government policies and international treaties. Marken reserves the right to revise the conditions of the ACP at any time and by giving notice to Employees accordingly. Employees and Vendors are responsible for understanding or seeking clarification of any rules outlined in this document and for familiarizing themselves with the most current version of the ACP. Any questions regarding the ACP can be raised with the Legal Department.

6.21 Audit

6.21.1 Marken will annually review the ACP and its corporate policies and compliance programs regarding applicable Anti-Corruption Laws, including the FCPA, the BA and other such anti-bribery provisions of each jurisdiction

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to which Marken, its Employees, Vendors or other business partners may be subject.

7. Anti-Corruption Compliance Committee; Compliance Personnel; Duties


7.1 Anti-Corruption Compliance Committee

7.1.1 The Anti-Corruption Compliance Committee (the "**Compliance Committee**") shall be responsible for the administration, implementation and enforcement of the ACP. The Compliance Committee will report to the Executive Committee. The Compliance Committee shall consist of the following:

- (a) General Counsel – Chair;
- (b) Senior Vice President Finance;
- (c) Vice President of Global Quality Assurance; and
- (d) Other Employees as may be appointed from time to time, for example, the Regional Vice President where applicable.

7.1.2 The Compliance Committee shall be responsible for:

- (a) Monitoring the ACP and making appropriate modifications as business realities and applicable law change;
- (b) Making recommendations to the Executive Committee regarding the investigation of suspected violations of the ACP;
- (c) Implementing the EEP;
- (d) Responding to Employee and Vendor inquiries regarding any aspect of compliance and creating a system in which Employees and Vendors may report suspicious activity, including provisions for anonymous reporting;
- (e) Providing guidance and interpretation to the QA and Employees, in conjunction with the Legal Counsel (and/or outside counsel), on matters related to the ACP;
- (f) Monitoring ongoing vendor relationships. The Compliance Committee will (if appropriate) review (i) the retention of any Vendor for purposes of business development in a foreign jurisdiction, and (ii) all contracts related thereto;

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- (g) Reviewing the suitability of all prospective Vendors, sub-contractors and other business partners for purposes of compliance with Anti-Corruption Laws;
- (h) Reporting (on Legal Counsel’s advice) to the Executive Committee; and
- (i) Any other duties and responsibilities that the Executive Committee, may request.

7.1.3 The Compliance Committee shall meet as required (as determined necessary by any member of the Compliance Committee or the Executive Committee). The General Counsel shall manage the agenda and appoint a member to take minutes.

7.1.4 The Compliance Committee shall direct compliance recommendations to appropriate business unit and/or regional heads. If the Compliance Committee is not satisfied with the action taken in response to its recommendations, it shall report such concern to the Chief Executive Officer of Marken. If any member of the Compliance Committee learns of a possible breach of the ACP or any Anti-Corruption Laws, it must immediately report the circumstances of such possible breach to Legal Counsel.

7.2 Compliance Officers

7.2.1 Where deemed necessary, the Compliance Committee may appoint certain Employees as Compliance Officers to assist in the administration, implementation, monitoring and enforcement of the ACP. One Compliance Officer may be designated for each business unit or region of Marken.


7.2.2 Each Compliance Officer shall report directly to the General Counsel if required. The duties of each Compliance officer shall be consistent with the duties and responsibilities of the General Counsel as described above. If a Compliance Officer learns of a possible breach of the ACP or Anti-Corruption Law, he or she must immediately report the circumstances of such possible breach to the General Counsel or Legal Department.

8. Related Documents

POL-HRS-001A Anti-Corruption, Bribery and Money Laundering Statement of Compliance for Officers and Employees

9. Distribution List

Copies of this document will be available to staff via ZenQMS.

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10. Glossary of Terms and Abbreviations

In this Policy:

“**ACP**” – The Marken Anti-Corruption Compliance Policy.

“**Affiliate**” - means any person or entity with: (a) more than fifty percent (50%) of whose outstanding equity securities or assets are owned or controlled, directly or indirectly, by Marken; (b) which owns or controls, directly or indirectly, more than fifty percent (50%) of the outstanding equity securities of Marken; or (c) owned or controlled, directly or indirectly, to the extent of more than fifty percent (50%) of the outstanding equity securities or assets, by any of the persons or entities described in (a) or (b) above.

“**Anti-Corruption Laws**” – the FCPA, BA, relevant European Union requirements, the OECD Guidelines for Multinational Enterprises and the International Chamber of Commerce Rules of Conduct to Combat Extortion and Bribery) and all other applicable anti-bribery and anti-corruption treaties and laws, as may be introduced or amended from time to time.

“**Anti-Money Laundering Laws**” – the *Proceeds of Crime Act 2002* (POCA) and the *Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017*, The *Bank Secrecy Act of 1970* (BSA), relevant European Union Requirements, and all other applicable anti-money laundering treaties and laws, as may be introduced or amended from time to time.

The phrase “**anything of value**” – includes, but is not limited to, money, kick-backs, stored-value cards, discounts, gifts, loans, loan guarantees, payment of debts, transportation, lodging, use of property or equipment, job offers, charitable donations, insurance benefits, medical treatments, meals, drinks and entertainment, and anything else of value.

“**BA**” – English law Bribery Act 2010, as may be amended from time to time.


“**Compliance Committee**” – Anti-Corruption Compliance Committee, which is responsible for the administration, implementation and enforcement of the ACP.

“**Compliance Officer**” – Employee appointed by the Compliance Committee to assist in the administration, implementation and enforcement of the ACP.

“**ECP**” – Employee Education Program.

“**Employees**” – every employee, officer, director or contract staff working on behalf of or in the name of, Marken or its Affiliates.

“**FCPA**” – United States Foreign Corrupt Practices Act, as may be amended from time to time.

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“Public Official” – means

- (a) any officer or employee of a government or any department, agency or instrumentality thereof (which includes a government-owned or government-controlled state enterprise) or of a "public international organization" (such as the United Nations);
- (b) any person acting in any capacity for or on behalf of a government or government entity or of a public international organization, any political party or party official or any candidate for political office (including, for example, consultants who hold government positions, employees of companies owned or controlled by governments, civil servants, administrative and judicial officers, political candidates and members of the military);
- (c) any person who exercises a public function on behalf of any country or territory or for any public agency or public undertaking; and
- (d) family members and close personal friends of any of the foregoing.

“QA” – Quality Assurance.


“Vendor”– Any person or entity providing services to Marken (or any of its Affiliates) who is not an Employee. Vendors include but are not limited to local service providers, contractors, sub-contractors, consultants, distributors, representatives, resellers, sales agents and/or suppliers.

11. Appendix

- Exhibit 1: Due Diligence Concerning Vendors and Business Partners
- Exhibit 2: Anti-Corruption, Bribery and Money Laundering Statement of Compliance for Officers and Employees
- Exhibit 3: Anti-Corruption Certification for Vendors, Consultants and Representatives (Collectively "Business Partners")
- Exhibit 4: Vendors and Business Partners Sample Anti-Corruption Contractual Language
- Exhibit 5: Acquisitions Sample Anti-Corruption Contractual Language
- Exhibit 6: Contact Details

12. References

N/A

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Exhibit 1

Due Diligence Concerning Vendors and Business Partners

The following measures ensure thorough vetting of potential Vendors and business partners and investigation of their background and set forth minimum standards that Marken's business partners must meet in order to avoid disqualification from working with or on behalf of Marken.

1. Due Diligence Questionnaire

A Supplier Due Diligence Questionnaire shall be completed by the vendor in compliance with the relevant QA standard operating procedure(s). The completed questionnaire will be reviewed by the Regional Operations Manager ("**ROM**") or Depot Manager (DM) responsible for hiring the sub-contractor / Vendors in their region / site. The ROM / DM and the QA Manager shall review the completed questionnaire for potential ACP "red flags". Any red flags or noted issues should be brought by the QA Manager to the attention of the Compliance Committee for further inquiry or investigation.


The questionnaire will determine and document such information as: the Vendor's background, the ownership and organization of his business entity; his affiliations with government entities or officials; the Vendor's prior involvement with any non-routine government inquiries, criminal proceedings, or enforcement actions; the Vendor's familiarity with the requirements of the Anti-Corruption Laws and the ACP; identification of practices / business relationships with potential to result in a breach of Anti-Corruption Laws

2. Check the Vendor's References

If deemed necessary by the QA or the Compliance Committee, the Vendor should be asked to provide references from local / national / international companies the Vendor has represented. The references or other appropriate sources may be contacted to check: (i) the Vendor's professional reputation; (ii) the Vendor's ability to comply with corporate procedures and Anti-Corruption Laws; (iii) the Vendor's fee structure; (iv) whether fees were consistent with the going rate for such services in that country; (v) whether the Vendor has demonstrated an ability to accept corporate supervision of his activities; and (vi) any other issues of concern about the Vendor.

3. Check the Vendor's Reputation with National Governmental Authorities

If deemed necessary by the QA or the Compliance Committee, further checks may be conducted including, but not limited to, such measures as (i) contacting the commercial attachés at the United States Embassy and the British Embassy in the relevant country; (ii) requesting a World Trader's Data Report from the U.S. Department of Commerce; and (iii) checking the Vendor's name with the country desks of the U.S. Departments of Commerce and State and similar agencies in the United Kingdom.

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4. Private Investigator

Marken may consider hiring a private investigative agency to conduct background checks.

5. Contract Review

Vendor contracts, whether drafted or proposed, should be reviewed with certain attention to the relevant "red flag" factors — especially the fee structure, the responsibilities the Vendor proposes to undertake, and whether the contract contains a provision promising compliance with the requirements of Anti-Corruption Laws. Red flag factors include:

- 5.1 Requests for funds for facilitating transactions;
- 5.2 "Questionable" practices by intermediaries, Vendors, or consultants;
- 5.3 Unusual payment patterns or financial arrangements;
- 5.4 Refusal by a Vendor, joint venture or other business partner to refrain from taking any action in furtherance of an unlawful offer or promise to pay;
- 5.5 Unusually high commissions;
- 5.6 Lack of transparency in expenses and accounting records;
- 5.7 Whether a client / a member of staff or a current supplier or an official of the relevant government or potential customer recommends the Vendor, sub-contractor or joint venture partner;
- 5.8 Countries with a high risk of bribery or a history of corruption. Countries' reputations can be checked with Transparency International's Corruption Perceptions Index, available at www.transparency.org, among others.


The Legal Department maintains a file of sample covenant terms to use in Vendor contracts, including sample clauses.

6. Documentation

Each step of the due diligence process shall be documented.


7. Preexisting Relationships – Grandfathering Mechanism

If a preexisting or current Vendor, sub-contractor, joint venture or other business partner relationship involves an annual or periodic contract review, the above-described procedure will be performed upon renewal of the contract. Otherwise, preexisting due diligence information will be updated and entered into a Due Diligence Questionnaire, to ensure

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that all current business relationships are with reputable and qualified Vendors and other business partners for purposes of doing business in foreign jurisdictions.

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Exhibit 2

Anti-Corruption, Bribery and Money Laundering Statement of Compliance for Officers and Employees


I hereby confirm (i) that I have read, and that I understand and accept responsibility for complying with, the Marken Anti-Corruption Compliance Policy, (ii) that I understand the requirements and restrictions imposed by anti-corruption laws, including but not limited to the U.S. Foreign Corrupt Practices Act, United Kingdom and European Union anti-corruption law, and applicable local law (collectively, "**Anti-Corruption Laws**") and under applicable anti-money laundering laws, including but not limited to the *Proceeds of Crime Act 2002* (POCA) and the *Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017*, The *Bank Secrecy Act of 1970* (BSA), relevant European Union Requirements and all other anti-money laundering laws that apply to Marken (collectively, "**Anti-Money Laundering Laws**"), (iii) that I have received training concerning compliance with the Marken Anti-Corruption Compliance Policy, Anti-Corruption Laws and Anti-Money Laundering Laws, and (iv) represent and certify that I have not offered, or caused to be offered, any money or other thing of value to any foreign government official as defined by any Anti-Corruption Law, or to any person while I know or have reason to know that such person has offered or caused to be offered any money or other thing of value to a foreign government official, and I have not violated, or caused Marken or any of its joint venture companies, employees, officers or directors to violate, any Anti-Corruption Law or Anti-Money Laundering Law. I further confirm that I do not know or have reason to believe that any business partners, including suppliers, manufacturers, contractors, joint venture partners, Vendors, distributors, consultants, and any other third-party representatives retained in connection with the business of Marken has violated, or caused Marken to violate, any Anti-Corruption Law or Anti-Money Laundering Law. I further confirm that should I learn of or have reason to know of any violations of any Anti-corruption Law or the Marken Anti-Corruption Compliance Policy, I shall immediately inform my supervisor (unless making an anonymous report to the Legal Department). I may also notify the Legal Department or any member of the Anti-Corruption Compliance Committee (see contact details set out in Exhibit 6)

Signature

Name

Title

Date

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Exhibit 3

Anti-Corruption Certification for Vendors, Consultants and Representatives (Collectively "Business Partners")

I, _____, a duly authorized representative of _____ [agent name], confirm that I, my company, and employees or subcontractors retained by me or my company (i) understand and accept responsibility for complying with, the Marken Anti-Corruption Compliance Policy, (ii) understand the requirements and restrictions imposed by the Anti-Corruption Laws, including but not limited to the United States Foreign Corrupt Practices Act, as may be amended from time to time, English law Bribery Act 2010, as may be amended from time to time, relevant European Union requirements, the OECD Guidelines for Multinational Enterprises and the International Chamber of Commerce Rules of Conduct to Combat Extortion and Bribery) and all other applicable anti-bribery and anti-corruption treaties and laws, as may be introduced or amended from time to time (collectively, "**Anti-Corruption Laws**"), and that since the date of my last certification, I, my company, and employees or subcontractors retained by me or my company have not violated, or caused Marken, any joint venture company of Marken, or any officer, director or employee of Marken, to violate the Marken Anti-Corruption Compliance Policy or any Anti-Corruption Laws.

Further, I hereby confirm that neither I nor my company, employees or subcontractors is a governmental entity or political party in the country in which I represent Marken and that no officer, director, stockholder, employee, or agent of my company is a "Public Official" as that term is defined below. "**Public Official**" is defined as:

- (i) any officer or employee of a government, including any federal, regional or local department, agency, state-owned or state-controlled enterprise or corporation or other instrumentality thereof;
- (ii) any officer or employee of a public international organization, including, but not limited to, the United Nations, the World Bank, the International Finance Corporation, the International Monetary Fund, and the Inter-American Development Bank;
- (iii) any person who exercises a public function on behalf of any country or territory or for any public agency or public undertaking;
- (iv) any person acting in any capacity for or on behalf of any such entities identified in clauses (i) and (iii) as well as close friends and family members of those persons; or
- (v) any official of a political party, any candidate or nominee of any political party and close friends and family of all the aforementioned parties, in the foreign country or for any position with any entity identified in clause (i) to (iii).

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In connection with my representation of Marken, neither I, nor my company, nor any of its officers, directors, stockholders, employees, agents or subcontractors have offered, paid, promised to pay, or authorized the payment of any money or any other thing of value to (a) any "Public Official" as that term is defined above, (b) any other person while knowing or suspecting that all or a portion of such money or anything else of value would be offered or given directly or indirectly to any Public Official for any of the prohibited purposes listed below. These prohibited purposes are:

- to influence an act or decision of such official, political party, party official or candidate in his official capacity;
- to induce such official, political party, party official or candidate to do or omit to do any act in violation of the lawful duty of such party, official or candidate; or
- to induce such official, foreign political party, party official or candidate to use his or its influence with a government or government agency.


In addition, in connection with my representation of Marken, neither I, nor my company, nor any of its officers, directors, stockholders, employees, agents or subcontractors have offered, paid, promised to pay, or authorized the payment or giving of, or will in the future offer, pay, promise to pay or authorize the payment or giving of, any bribe or improper payment or gift (with money or any other thing of value) to any other person.

Further, I confirm that my company and I understand our obligations under applicable anti-money laundering laws, which may include but not be limited to the *Proceeds of Crime Act 2002* (POCA) and the *Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017*, The *Bank Secrecy Act of 1970* (BSA) (collectively, "**Anti-Money Laundering Laws**"), and have sufficient practices in place to identify and / or prevent money laundering practices and understand our obligation to notify Marken and / or any law enforcement if we suspect, or have reason to suspect, money laundering taking place by our company, our employees or our suppliers.

I confirm that should I learn of or have reason to know of any activities in connection with the representation of the Company which may constitute a violation of Anti-Corruption Laws, Anti-Money Laundering Laws or the Marken Anti-Corruption Compliance Policy, I will immediately advise the Legal Department of Marken at:

Marken Limited
Ground Floor
107 Power Road, Chiswick
London W4 5PY, United Kingdom
Marked for the attention of: The Legal Department

Or alternatively at:

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Email: legal@marken.com


I also authorize Marken to use any information contained in this Certification, without limitation, including for the purpose of determining whether I or my company will be retained by Marken in any capacity.

Date

Authorized Representative signature

Representative Title

Organization


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Exhibit 4

Vendors and Business Partners Sample Anti-Corruption Contractual Language

The VENDOR hereby represents and warrants to MARKEN that every employee, subcontractor or representative under its or its Affiliates' control, will at all times strictly comply with applicable Anti-Corruption Laws and shall not pay bribes or make any other inducement (including facilitation payments, excessive gifts and hospitality, grants and donations) and, in respect thereof, further warrants that it has not taken, and will not take any actions in furtherance of an offer, payment, promise to pay, or authorization of the payment or giving of any money or anything else of value to any public official (including any officer or employee of a foreign government or government-controlled entity or of a public international organization, or any person acting in an official capacity on behalf of any of the foregoing, or any political party or official thereof, or candidate for political office all of the foregoing referred to as "**Public Officials**") or to any other person while knowing that all or some portion of the money or value will be offered, given or promised to a Public Official for the purpose of: (i) influencing any act or decision of such Public Official; (ii) inducing any Public Official to act (or omit to act) in violation of his lawful duty; (iii) securing an improper advantage; or (iv) inducing a Public Official to use his influence with a foreign government or body to affect or influence a decision of that foreign government or body, in order to assist the issuer (whether VENDOR or another person) in obtaining or retaining any business for or with (or directing business to) any person.

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Exhibit 5

Acquisitions Sample Anti-Corruption Contractual Language

Anti-Corruption Representation/Warranty


Neither the COMPANY nor any of its [respective] subsidiaries, directors, officers, employees or affiliates nor, to the best of their collective knowledge after due inquiry, any Vendors or other persons acting on behalf of any of the foregoing, directly or indirectly, has

- violated or is in violation of any applicable anti-corruption law,
- made, offered to make, promised to make or authorized the payment or giving of, directly or indirectly, any bribe, rebate, payoff, influence payment, kickback or other payment or gift of money or anything of value (including meals or entertainment) to any officer, employee or ceremonial office holder of any government or instrumentality thereof, any political party or supra-national organization (such as the United Nations), any political candidate, any royal family member or any other person who is connected or associated personally with any of the foregoing that is prohibited under any applicable law or regulation or otherwise for the purpose of influencing any act or decision of such payee in his official capacity, inducing such payee to do or omit to do any act in violation of his lawful duty, securing any improper advantage or inducing such payee to use his influence with a government or instrumentality thereof to affect or influence any act or decision of such government or instrumentality (**Prohibited Payments**), or
- been subject to any investigation by any governmental entity with regard to any actual or alleged Prohibited Payment.

Anti-Corruption Covenant


The COMPANY and its [respective] subsidiaries, directors, officers, employees, affiliates, Vendors or persons acting on their behalf shall not, directly or indirectly:

- make, or permit to be made, any Prohibited Payment. In addition, the COMPANY shall, and shall ensure that its respective subsidiaries, directors, officers, employees, affiliates, Vendors and other persons acting on its behalf, comply with all relevant laws and regulations concerning anti-terrorism and anti-corruption compliance, and shall implement and maintain adequate internal financial and management controls and procedures that are reasonably designed to monitor, audit, detect and prevent any Prohibited Payments and any direct or indirect use of the proceeds that does not comply with applicable law and/or which is

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inconsistent with any of the representations, covenants and obligations of the COMPANY under this Agreement.

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Exhibit 6

Contact Details

Marken Global Helpline

1-800-220-4126
markenhelpline.com


Compliance Committee

General Counsel	Doaa Fathallah	Doaa.Fathallah@Marken.com +41 78 956 7771
Senior Vice President, Finance	Andrew Gravatt	Andrew.gravatt@marken.com +44 203 249 7446
VP, Global Quality Assurance	Navnit Patel	Navnit.patel@marken.com +1 (919) 797 1857

Legal Department

General Counsel & Chief Administrative Officer	Doaa Fathallah	Doaa.Fathallah@Marken.com Tel: +41 78 956 7771
Legal Counsel		legal@marken.com

To make any anonymous report, please contact the Marken Global Helpline or a member of the Legal Department - callers should state immediately that they wish to make an anonymous report that a provision of the ACP has been or is being violated.

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REVISION HISTORY

Version 04 Effective on 31-Jan-2017

first issuance in ZenQMS

Version 05 Effective on 23-Aug-2019

Updated in line with the review process set out in the Policy (every two years). Changes to use consistent terminology across business, 'vendor' to replace 'agent' and 'joint venture companies' to 'affiliate'. Updates to values in line with approval authority matrix. Changes to review process and compliance committee in line with business practices. Update Exhibits for consistency with current contract wording and to reflect business practices. Include Marken 'global hotline' as a means for carrying out anonymous whistleblowing. Update reviewer from Steve Menzies, CFO to Andrew Gravatt, Senior Vice President, Finance, and Steve Roesse, Vice President of Global Quality Assurance to Navnit Patel, Vice President of Global Quality Assurance.

Version 06 Effective on 05-May-2022

Update to include rules / controls around anti-money laundering practices, fraud and anti-competitive behaviours / actions.

DOCUMENT ELECTRONIC SIGNATURES

DOCUMENT APPROVAL WORKFLOW

Author Approval

Jonathan Fuhr
Assistant
jonathan.fuhr@marken.com

I am the author of this document.
Signed 3:48:39 PM UTC 04-May-2022

Required Workflow Steps for this Category

Doaa Fathallah
Chief Officer
doaa.fathallah@marken.com

Department Approver
I have reviewed and approve this document.
Signed 8:38:54 AM UTC 05-May-2022

Navnit Patel
VP Global QA
navnit.patel@marken.com

Quality Approver
I have reviewed and approve this document.
Signed 2:44:13 PM UTC 05-May-2022

Melissa Herrera
Global Quality Systems Specialist
melissa.herrera@marken.com

Document Administrator
I have performed this step.
Signed 2:47:15 PM UTC 05-May-2022