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POLICY

MARKEN ANTI-CORRUPTION COMPLIANCE

1. Purpose and Introduction

- 1.1 The Marken group ("Marken") is committed to acting with honesty and integrity in everything that we do, and complying at all times with all applicable laws and regulations, in accordance with POL-SUS-001 Marken Code of Ethics.
- 1.2 The Marken Anti-Corruption Compliance Policy (the "ACP") is intended to ensure that Marken and our Affiliates, as well as our respective officers, directors, employees, Vendors and anyone else who acts on behalf of Marken fulfill this commitment and comply with any and all applicable national and international laws, regulations and treaties, including:
 - (a) anti-bribery and anti-corruption;
 - (b) fraud or wilful misconduct;
 - (c) anti-money laundering; and
 - (d) anti-competitive (anti-trust).

2. Scope

2.1 Temporal Scope

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

2.2 Organisational Scope


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

2.3 Jurisdictional Scope

- 2.3.1 This Policy applies globally.

3. Responsibility

- 3.1 Branch Managers, Line Managers or Quality Coordinators are responsible for ensuring staff are trained on the ACP through appropriate learning programs.

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- 3.2 Employees are responsible for complying with this policy and reporting any suspected or actual breach of this policy in accordance with clause 4 (How can you report a violation of the ACP?).
- 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, or by alerting the Legal Department (see contact details set out in Exhibit 5). 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 markenhelpline.com to report a suspected violation. 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 POL-HRS-004 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 5) and reporters should 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.

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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 the ACP.
- 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 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, 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 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 or representative. You should contact your manager, 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", these are 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 or actions of a similar nature (for example, processing packages in customs or mail delivery). Routine government action does not include a

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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 POL-HRS-002 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 with any Vendor or if they are the spouse or partner of any Public Official that is connected or becomes connected in any 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 company, business and / or assets is reviewed to align with competition and trusts laws. In all cases, Marken Legal shall ensure that, where applicable, relevant anti-trust checks will be made 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

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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) **Vendors** are properly vetted with identity and bank account details independently verified through a phone call directly with the Vendor. In addition, payment to Vendors 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.

This process ensures that payments are validly made to the right entity and 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. These controls include, without limitation:

- (a) Any deficiencies shall be reported immediately to the Marken Legal or Finance Departments (as applicable).

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- (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 5).
- (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


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;
- (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; and / 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

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(a) Promotional and Marketing Expenses

Marken may provide hospitality not exceeding 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 designed to build understanding and good will among business contacts, are moderately scaled and clearly intended to facilitate business goals, 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. See POL-HRS-002 Marken Expenses, Hospitality and Gifts Policy for further information.

(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 US\$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. See POL-HRS-002 Marken Expenses, Hospitality and Gifts Policy for further information.

(c) Approval Process


Employees must refer to POL-HRS-002 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, an online expense claim via the Concur System 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, 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 Vendor Compliance

6.15.1 It is critically important to carefully assess potential Vendors because Marken can in certain circumstances be deemed responsible for their actions. Exhibit 1

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sets out due diligence steps to follow in assessing whether to proceed with, or terminate, a particular Vendor relationship.

6.15.2 In addition, Vendor contracts must include a commitment from the Vendor to comply with applicable Anti-Corruption Laws. Sample language is set forth in Exhibit 3.

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. The Legal Department 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 4. 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 100% of Employees on the ACP, including acknowledgement of understanding and completion of the associated test found on ZenQMS.


6.17.2 The Compliance Committee shall be responsible for implementing the Employee Education Program 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 Department.

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) understand, have complied with and intends in the future to comply with, applicable Anti-Corruption Laws, Anti-Money Laundering Laws and the ACP, (iii) know of no violations of Anti-Corruption Laws, 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 Laws, Anti-Money Laundering Laws or the ACP in connection with Marken and its Affiliates. Employees will agree to this certification (set out in Exhibit 2) by signing off in ZenQMS. Marken aims for 100% compliance of this certification.

6.19 Vendor Certification

6.19.1 Every Marken Vendor may be required to sign CTF-310 Vendor Anti-Corruption Questionnaire. Selected Employees may be required to assist in ensuring that

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this Certification is signed by Vendors 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 to which Marken, its Employees or Vendors may be subject.

7. Anti-Corruption Compliance Committee and Officers


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 Legal Counsel;
- (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 Employee Education Program;

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- (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 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;
- (g) reviewing the suitability of all prospective Vendors 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 units 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

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must immediately report the circumstances of such possible breach to the General Counsel or Legal Department.

8. Related Documents

POL-HRS-001A Marken Anti-Corruption Employee Certification
POL-HRS-002 Marken Expenses, Hospitality and Gifts Policy
POL-HRS-004 Marken Whistle-blowing Policy
POL-HRS-023 Anti-Corruption Risk Management Framework
POL-SUS-001 Marken Code of Ethics

9. Distribution List

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

10. Glossary of Terms and Abbreviations

ACP: POL-HRS-001 Marken Anti-Corruption Compliance Policy.


Affiliate: 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.

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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.

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.

Public Official means:

- (a) 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;
- (b) 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;
- (c) any person who exercises a public function on behalf of any country or territory or for any public agency or public undertaking;
- (d) any person acting in any capacity for or on behalf of any such entities identified in clauses (a) and (b) as well as close friends and family members of those persons; or


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 (a) to (c).

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 outside service providers (OSPs), contractors, sub-contractors, consultants, distributors, representatives, resellers, sales agents and/or suppliers.

11. Appendix

- Exhibit 1: Due Diligence Concerning Vendors
- Exhibit 2: Anti-Corruption, Bribery and Money Laundering Statement of Compliance for Employees
- Exhibit 3: Vendors - Sample Anti-Corruption Contractual Language
- Exhibit 4: Acquisitions - Sample Anti-Corruption Contractual Language


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Exhibit 5: Contact Details

12. References

N/A

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Exhibit 1

Due Diligence Concerning Vendors

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

1. Due Diligence Questionnaire

CTF-310 Vendor Anti-Corruption Questionnaire shall be completed by the Vendor in compliance with the relevant QA standard operating procedure(s). If no such standard operating procedure exists, evaluation should be performed when the vendor is initially engaged. The completed Questionnaire will be reviewed by the relevant business owner (check the applicable QA standard operating procedure).. The business owner shall review and evaluate CTF-310 for potential ACP "red flags" using FRM-GQM-029 Marken Vendor Anti-Corruption and Anti-Bribery Evaluation Database. Any red flags or noted issues should be brought to the attention of the Legal Department for further inquiry or investigation and if required, escalation to the Compliance Committee.


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

If a Vendor will not complete CTF-310, a copy of the Vendor's anti-corruption policy must be provided to Marken Legal for review and approval to ensure applicable anti-corruption laws are being complied with by the Vendor.

2. Check the Vendor's References

If deemed necessary by QA or the Compliance Committee, the Vendor should be asked to provide references from local, national and / or 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

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If deemed necessary by 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.

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 or Vendors;
- 5.3 unusual payment patterns or financial arrangements;
- 5.4 refusal by a Vendor 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, a current supplier or an official of the relevant government or potential customer recommends the Vendor; and / or
- 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.

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7. Preexisting Relationships – Grandfathering Mechanism

If a preexisting or current Vendor relationship involves an annual or periodic contract review, the above-described procedure will be performed upon renewal of the contract. Vendors should be re-evaluated on a regular basis to ensure continuing compliance by following Section 1 above. Re-evaluation of all Vendors shall be completed in compliance with the relevant QA standard operating procedure(s) for that Vendor. If no such standard operating procedure exists, re-evaluation should be performed every three years or as determined by the Compliance Committee.

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Exhibit 2

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


I hereby confirm that:

- (i) I have read, and that I understand and accept responsibility for complying with, the POL-HRS-001 Marken Anti-Corruption Compliance Policy.
- (ii) I understand the requirements and restrictions imposed by anti-corruption laws, including but not limited to the:
 - (a) United States Foreign Corrupt Practices Act, English law Bribery Act 2010, 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
 - (b) *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, as may be introduced or amended from time to time (collectively, "**Anti-Money Laundering Laws**").
- (iii) I have received training concerning compliance with the Marken Anti-Corruption Compliance Policy, Anti-Corruption Laws and Anti-Money Laundering Laws.
- (iv) I 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 Affiliates, or their Employees, to violate any Anti-Corruption Law or Anti-Money Laundering Law.

I further confirm that:

- (v) I do not know or have reason to believe that any Vendors, including outside service providers (OSPs), contractors, subcontractors, consultants, distributors, representatives, resellers, sales agents and/or suppliers, 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.
- (vi) 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 or the Marken Global Helpline). I may also notify the Legal Department or any member of the Anti-Corruption Compliance Committee (see contact details set out in Exhibit 5 of POL-SUS-001 Marken Anti-Corruption Policy).

By signing off on this policy in ZenQMS, Employees agree to this Employee Commitment Statement.


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Exhibit 3

Vendors - 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 (i) any officer or employee of a government, (ii) any officer or employee of a public international organization, (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 (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) (collectively 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 its 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 4

Acquisitions - Sample Anti-Corruption Contractual Language

Anti-Corruption Representation/Warranty

Neither the COMPANY nor any of its affiliates and their [respective] directors, officers, or employees 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 Public Official 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.
- **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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Anti-Corruption Covenant

The COMPANY, its affiliates and their [respective] directors, officers, employees, 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 affiliates and their respective directors, officers, employees, 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 inconsistent with any of the representations, covenants and obligations of the COMPANY under this Agreement.

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Exhibit 5

Contact Details

Marken Global Helpline

markenhelpline.com

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. Reporters 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.

Version 07 Effective on 08-Apr-2024

Biennial review

DOCUMENT ELECTRONIC SIGNATURES

DOCUMENT APPROVAL WORKFLOW

Author Approval

Jonathan Fuhr
Assistant
jonathan.fuhr@marken.com

I am the author of this document.
Signed 9:45:15 PM UTC 21-Feb-2024

Required Workflow Steps for this Category

Deahne Baker
Senior Legal Counsel
deahne.baker@marken.com

Department Approver
I have reviewed and approve this document.
Signed 2:14:29 AM UTC 22-Feb-2024

Nina Vas
VP, Global Quality Assurance
nina.vas@marken.com

Quality Approver
I have reviewed and approve this document.
Signed 8:54:51 AM UTC 23-Feb-2024

Brooke Weaver
QA Associate
brooke.weaver@marken.com

Document Administrator
I have performed this step.
Signed 9:18:17 PM UTC 08-Mar-2024