



# **NL Anti-Bribery & Corruption Policy**

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## 1. The Ampyr Solar Europe View

### What it is...

Ampyr Solar Europe (ASE) does not tolerate any forms of bribery or corruption.

### What it means...

Where an ASE representative consider that there has been a breach of this policy, or that someone is engaging in suspicious behaviour, they are required to report their suspicions in accordance with this policy.

### Who it applies to...

The provisions of this Policy Statement apply to ASE and any ASE Representative. For the purposes of this Policy Statement, the term “ASE Representative” means any officer, director, employee, agent, trader or third party representing or acting on behalf of ASE in the UK, Germany and Netherlands. ASE has the right to unilaterally change, supplement or withdraw the contents of the policy, and will communicate all changes. You are at all times bound by such a change, supplementation, or withdrawal. Insofar as the terms and conditions in this policy and the employment agreement are inconsistent, the provisions in the employment agreement prevail. As a condition of doing business, ASE asks all its business partners, contracting third parties, landowners, and municipalities to comply with this policy.

## 2. Purpose

The purpose of this policy is to:

- Uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which ASE and subsidiaries conducts business.
- Set out ASE'S prohibition of all forms of bribery and corruption including facilitation payments.
- Describe what bribery and corruption is and how to identify when it is or may be occurring.
- Provide guidelines for employees on how to raise bribery and corruption concerns; and
- Detail the consequences that may arise from any breach of this policy.

This policy is not intended to address every possible situation in which bribery or corruption issues may occur. Rather, it is intended to raise awareness and set out ASE's view on bribery and corruption issues, and to provide guidance on how to approach situations that may arise.

## 3. Policy

ASE operates in accordance with the principles of honesty, integrity, and transparency. ASE is committed to complying with all applicable anti-bribery and corruption laws. All Directors and Group Executives of ASE are committed to supporting the policy across their teams. It is prohibited to

promise, offer, or receive any form of bribe or improper payment. This zero-tolerance approach must also be communicated to all suppliers and contractors at the start of the business relationship. Under the law of each country in which ASE operates, it is an offence to partake in, or fail to prevent, bribery. When ASE and/or its business partners are doing business overseas, ASE is also subject to the laws of that jurisdiction. All personnel must comply with this policy and all applicable local laws

#### 4. Key Business Risks

**Location Risk**

Operating in countries with perceived high levels of corruption

**Operational Risk**

There are inherent risks in any procurement and tender processes.

**Dollar Value Risk**

The risk of bribery and corruption increases with monetary value of the contract / transaction.

**Public Sector Risk**

Inherent risks that arise from aspects of ASE's operations (for example, procurement and tender processes)

#### 5. Bribery

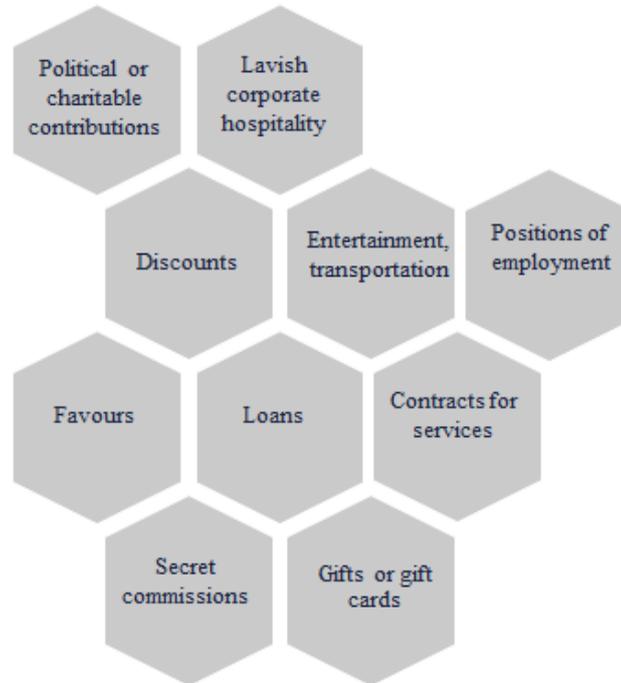
A bribe is:

- a benefit (i.e., anything of value);
- that is given, or received;
- with the intention of improperly influencing a person;
- to gain an advantage.

Corruption is dishonest or fraudulent conduct by those in power, typically involving bribery. Bribery and corruption take place in both the public and private sectors.

Bribes come in many different forms. While the most obvious example is money, other examples are described below.

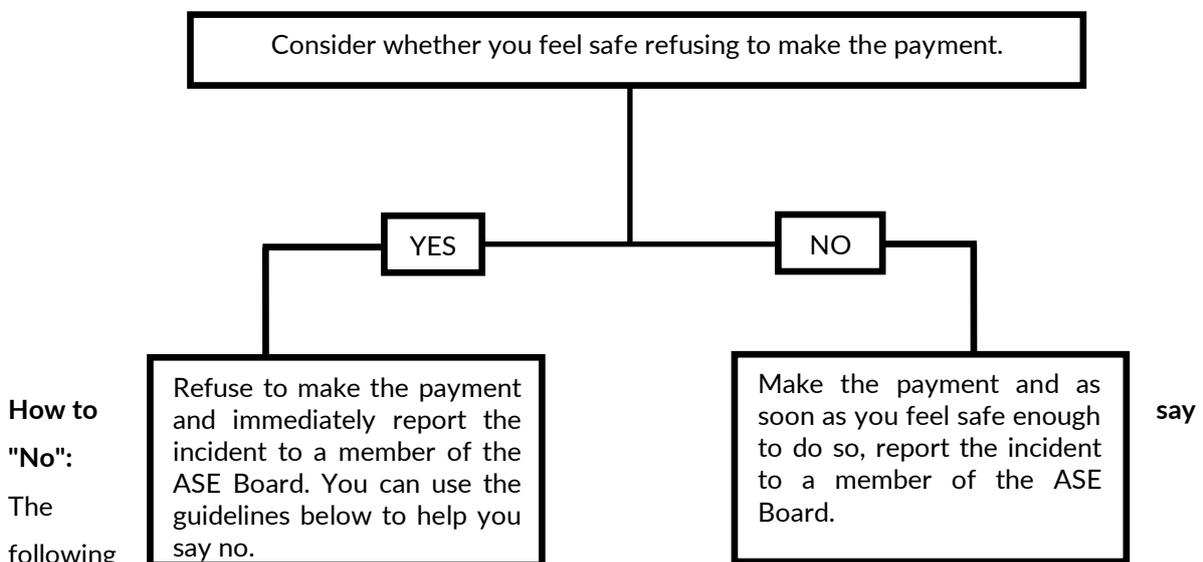
ASE Personnel must not engage in any form of direct or indirect bribery or corruption. Examples of some red flags for bribery are included in **Section 16**.



**6. Facilitation Payments**

Facilitation payments are payments made to secure or expedite the performance of a routine action (for example the issuing of licences or visas). While facilitation payments are allowed in some jurisdictions, they are expressly prohibited in several other jurisdictions and discouraged by international organisations such as the Organisation for Economic Co-operation and Development. At ASE we do not allow facilitation payments to be made. This is the case no matter where in the world you are doing business. The only exception to this rule is if you feel that if you were to refuse to make the payment, your safety would be compromised.

If someone requests a facilitation payment you should:



guidelines may assist you to deal with requests for facilitation payments and say "no":

- explain that ASE adopts a zero-tolerance approach to bribery and corruption in any form;
- explain that the request for a facilitation payment may be a breach of local/international laws;
- maintain a polite and respectful manner;
- question or seek to confirm whether the request is legitimate;
- ask to speak with the person's supervisor;
- request a receipt or other official documentation if you suspect that the payment request may not be a legitimate request.

## 7. Gifts, Entertainment & Hospitality

There are situations where the offer and acceptance of gifts, entertainment and hospitality to/from employees or to/from perspective clients, clients or business partners is customary (collectively "**Gifts**") and in these situations, giving and receiving of Gifts (where they are for a legitimate business purpose) is permitted. However, monetary gifts are in general prohibited.

All of the below is subject to the giving and receiving of Gifts with good intentions; this means Gifts must be given openly and transparently, comply with all prior approval requirements, and not be given with the intention to improperly influence.

The legitimacy of any Gift will vary depending on the value and may also be affected by the jurisdiction where the Gift is given. Provided a Gift is not otherwise inappropriate (e.g., monetary), the value threshold for hospitality (given or received) is 285€ per head and 115€ per head for gifts (also given or received).

The following factors should be considered when offering or accepting gifts, entertainment, and hospitality:

- How would the public perceive the offer or acceptance of the particular Gift? Could it be viewed as an intention to influence a person or a decision? If so, the Gift should not be offered or accepted.
- How might you feel receiving the Gift? If it would feel overly lavish and extravagant to do so, then the Gift should not be offered or accepted.

### 7.1 Gifts to Public Officials and Holders of Political Office

Every gift or benefit given to or from public officials and holders of political office require prior approval by HR in the first instance and then by an ASE Country Director or Executive Committee Board member.

The term “Public Official” is interpreted broadly and means any officer or employee of, or any person representing or acting on behalf of any government, or any department, agency, or instrumentality – including state owned or controlled entities of such foreign government. The term “Public Official” also includes employees of any public international organisation (such as, for example, the United Nations, and the World Bank).

In most countries, more stringent criminal law regulations apply to dealings with public officials than with business partners or private persons.

To get approval, e-mail the relevant HR person and Country Director with the below details of the Gift:

- the date the Gift was given;
- the value of the Gift;
- who it was given by;
- who received it;
- the nature of the relationship that you or ASE have with the giver of the Gift.

### 8. Sponsorship and Charitable Donations

ASE must be careful to ensure that all charitable donations and sponsorships that it gives will be used for a legitimate purpose and not used to conceal bribery. The risk that any donation can be a concealed bribe is increased in respect of political donations.

**Charitable donations** are permitted to be made but only with the advanced written approval of the Chief Financial Officer.

**All sponsorship arrangements** must be approved by the CEO.

This restriction does not apply to small, non-monetary donations (e.g., ASE-branded clothing for community sports teams or community groups).

The following guidelines are helpful to consider before making a donation:

- who is the recipient of the proposed donation or sponsorship?
- what is the reason for the donation or sponsorship?
- in respect of charitable donations, is the charity partner a registered charity?

- what is the nature of the donation or sponsorship?
- what is the estimated value of the donation or sponsorship?
- what is the benefit of the donation or sponsorship?
- are you aware of any conflicts of interest in relation to the donation or sponsorship?
- could this donation or sponsorship be seen to improperly influence the recipient (or a party connected with the recipient)?
- could this donation or sponsorship be seen to compromise ASE?
- have you obtained the appropriate approval for the donation or sponsorship?

### 9. Third Parties

As a condition of doing business with ASE, ASE expects third parties to comply with this policy. It is, accordingly, necessary that ASE communicates the requirements of this policy to all current third parties and, on an ongoing basis, to any prospective third parties.

A third party is any associate with which a company carries out its activities. The Company's third parties can include but is not limited to:

- Vendors/suppliers
- Joint venture partners
- Advisors and consultants (tax, legal, financial, business)
- Service providers (logistics, supply chain management, storage, maintenance, processing)
- Contractors/subcontractors
- Lobbyists
- Customs or visa agents
- Other intermediaries

## 10. Due Diligence

It is important to know exactly who ASE are doing business with and the level of due diligence ASE will carry out on a third party will depend upon the risk profile of the prospective relationship.

### Location Risk

Which country does the third party come from or operate in? What is the country's risk rating on the most recent Corruption Perceptions Index?

If it is between 1 to 40, the country presents a high risk.

If it is between 41 to 60, the country presents a medium risk. If it is between 61 to 100, the country presents a low risk.

### Operational Risk

Does the third party present an operational risk to ASE? For example, will it go through a tendering process to do business with ASE? Or alternatively, does ASE have to tender for its work?

### Dollar Value Risk

What is the dollar value of the contract or the relationship with the third party? The higher the value the higher the risk.

### Public Sector Risk

Is the third party in the public sector?

If yes, what risks does this present for ASE?

## 11. Reporting

Personnel are encouraged to raise any concern, suspicion or known breach of this policy as soon as possible and concerns should be notified to a member of the ASE Board or in accordance with the ASE *Whistleblower Policy*. Reports or concerns will be taken seriously, investigated promptly and in an impartial manner. Every endeavour will be taken to ensure that any report will be treated with the utmost confidentiality. Action will not be taken against personnel for raising a report or for helping an employee to raise a report, provided it is made in good faith. Steps will be taken to ensure victimisation does not occur against an employee who raises a report or is involved in raising a report in good faith.

## 12. Training

Mandatory anti-bribery and corruption training will be provided to all and you will receive refresher training every year thereafter in order to remain compliant with this policy.

If you are identified as filling a high-risk role you will receive further training on enhanced and specific anti-bribery and corruption measures.

### 13. Consequences

ASE will not tolerate any acts or involvement with any form of bribery or corruption. It is the responsibility of all personnel to understand and familiarise themselves with this policy and to prevent bribery and corruption from occurring within the group. The consequences for the company of bribery and corruption offences are fines, possible exclusion from government tendering and reputational damage. For personnel, consequences of any breach of this policy include criminal and civil liability (ranging from fines to imprisonment) and disciplinary action, including (immediate) termination of employment or engagement.

### 14. Implementation

The Human Resources team is responsible for the day-to-day implementation of this policy and for monitoring compliance. HR will review this policy every year to evaluate its effectiveness and to determine whether any updates are required. Updates will be communicated to all personnel in a timely manner. Suggestions from employees on improvements are welcomed and will be considered on the review of the policy.

### 15. Further Assistance

If you require assistance or guidance on any of the above matters, please contact a member of the HR team.

### 16. Examples of Red Flags

Where a third party:

- has previously been investigated or prosecuted for bribery and corruption offences;
- has a reputation for requesting bribes or otherwise engaging in improper business practices;
- asks for a relative to be employed;
- is not adequately experienced or resourced for the position;
- has (or had) a state-owned corporation or public official as a shareholder or owner;
- is associated with or appears to have influence over a public official;
- offers unusually generous or expensive gifts and/or entertainment;
- refuses to confirm that they will comply with local laws and general anti-bribery and corruption requirements;
- is evasive about its ownership;
- does not provide accurate information;
- will not respond to, or will not provide detailed responses to due diligence questions;
- does not have adequate documentation to support due diligence;
- requests commissions or reimbursements to be paid in cash;
- requires gifts and/or entertainment before engaging in contractual negotiations or commencing the provision of services;

- requests payments to be received before the award of a contract or before services are performed;
- requests large contingency fees;
- demands fees that appear out of proportion;
- requests unusual contractual terms;
- provides invoices with vague descriptions;
- uses words such as "facilitating", "expediting", "miscellaneous" or "other" on invoices;
- requests that payment be made to a country that is different from the country in which the third-party conducts business;
- requests an additional fee to "facilitate" a service;
- seeks payment in order to "overlook" potential issues;
- Will not put agreed terms in writing.

Where an employee:

- refuses to undertake training on induction;
- is related to , or has a close personal relationship with, a public official;
- often takes a particular third-party out for expensive meals  
often receives expensive gifts from a third party.