

Ontinue Anti-Bribery & Anti-Corruption Policy

Ontinue Anti-Bribery and Anti-Corruption Policy – February 2024 Version 1.0

Revision	Date	Author	Notes
1.0	20Feb2024	Amanda Hall	This Policy (Version 1.0) replaces the previous version of Anti-Bribery Policy.

Approval History

Revision	Date	Approver	Title
1.0	28Feb2024	Geoff Haydon/Andreas Seidl	Ontinue Anti-Bribery & Anti-Corruption Policy

Introduction

Ontinue AG, including its subsidiaries (“Ontinue” or the “Company”) is committed to transacting business with integrity and acting ethically and legally in accordance with all applicable anti-bribery and anti-corruption laws, such as the US Foreign Corrupt Practices Act and the United Kingdom’s Bribery Act of 2010. As part of this commitment, Ontinue prohibits bribery and corruption in the conduct of our business in the European Economic Area, the United States, the United Kingdom and abroad.

This Anti-Bribery and Anti-Corruption Business Policy (the “Policy”) applies to all Ontinue directors, officers, employees, subsidiaries, and affiliates wherever located with respect to their activities on behalf of Ontinue (hereinafter collectively referred to as “Employees”). Ontinue also expects anyone who acts on behalf, or in the interest, of Ontinue – including but not limited to joint ventures, agents, distributors and consultants (hereinafter collectively referred to as “Business Partners” and, together with Employees, “Associates”) – to comply with all applicable anti-bribery and anti-corruption laws and this Policy. Associates may not take any actions for the purpose of circumventing these requirements. For example, an Associate may not ask or otherwise use a third party to do that which is forbidden by this Policy.

General Requirements to Prevent Bribery and Corruption

Associates may not directly or indirectly make, promise, approve, authorize or offer to give to anyone – or accept or solicit from anyone – anything of value (including but not limited to cash payments) to improperly induce the recipient to take (or to refrain from taking) action that would bestow a commercial benefit or advantage on Ontinue, its affiliates or any other party.

Giving things of value to family members, close associates or favored organizations of Business Partners, potential Business Partners, customers, potential customers, vendors, partners or public officials should follow the same limitations set forth for gifts, entertainment and hospitality generally, as such actions may be interpreted as attempts to circumvent these rules.

No Unfair Competition

The conduct of companies in competition is regulated by the relevant legal provisions on unfair competition. This obligation is also transferred by Ontinue to all Associates. Our success can only be achieved if business relations are conducted in a professional manner and the conduct of the parties involved is based on honesty and transparency. Within the scope of business activities, all Associates must comply with the following guidelines for conduct in particular:

- No agreements may be made with competitors on business matters which determine or influence competitive behavior. This applies in particular to agreements/understandings that have as their object or effect the fixing of prices, the establishment of markets or customers, the boycott of a customer or other market participant.
- No unfair business practices may be used or pressure exerted on intermediaries to sell products at a certain price.

- No agreements or arrangements may be made to submit fake offers.

Dealing with Public Officials

While the Policy prohibits bribery of any kind (in both the private and public sectors), interactions with Public Officials (defined below) must be monitored especially closely due to the increased risk for violations of applicable anti-bribery and anti-corruption laws. Bribery of Public Officials is against the law in every country and often carries criminal penalties for both the individual and the company. Accordingly, any financial or business dealings, and any gifts or entertainment/hospitality, involving such persons will be scrutinized with particular care, both by Ontinue and by people outside the company.

In addition, many countries have laws against the bribery of Public Officials in countries other than their own. Therefore, it is important to remember that any such bribe would create problems for you and Ontinue in more than one legal jurisdiction. Thus, all interactions with Public Officials should adhere scrupulously to this Policy in order to avoid any appearance of impropriety.

For the purposes of this Policy, a “Public Official” includes: (i) any officer or employee of a government or any department, agency or instrumentality thereof (including a government-owned or government-controlled state enterprise or a state-run facility or system) or of a public international organization, such as the United Nations or the World Bank; (ii) any person acting in an official 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). Though they are not themselves Public Officials, interactions with family members of, and others closely associated with, Public Officials are subject to the same restrictions as interactions with Public Officials.

Associates are not permitted to directly or indirectly make or offer facilitation payments. A “facilitation payment” is a nominal payment to a Public Official to secure or expedite the performance of a routine, non-discretionary governmental action. Examples of facilitation payments include payments to expedite the processing of licenses, permits or visas for which all paperwork is in order. If an Associate receives or becomes aware of a request or demand for a facilitation payment or bribe in connection with work for Ontinue, the Associate must report such request or demand promptly to his or her primary supervisor or Ontinue’s Legal Department before taking any further action.

Gifts, Hospitality, and Entertainment

In many countries, gifts, hospitality, and entertainment play an important role in business protocols and customs. However, when provided inappropriately, gifts, hospitality, and entertainment may violate one or more laws. Therefore, the laws and the Policy must be followed.

All gifts, hospitality, and entertainment must be:

- Legal under all applicable anti-bribery/anti-corruption laws, including applicable local laws
- Transparent and documented
- Occasional, and in no circumstances more frequent than three (3) times a year

- Not cash or a cash-equivalent
- Never given or accepted if any improper action is expected in return
- If the recipient is a Public Official, prior approval must be obtained in writing from Ontinue's Legal Department
- Less than 20 EUROS per person, or the equivalent if in other currencies, if the recipient is not a Public Official.

In connection with work for Ontinue, Employees are not permitted to receive gifts, services, perks, entertainment, or other items of more than token or nominal monetary value from Business Partners or those acting on their behalf. Moreover, gifts of nominal value are permitted only if they are received on an infrequent basis and only at appropriate gift-giving occasions.

Charitable Donations and Political Contributions

Contributions to political candidates or political parties, as well as donations to charitable organizations in which Public Officials possess a role (such as director or trustee), raise potential issues under applicable anti-bribery and anti-corruption laws. Accordingly, no political contribution or charitable donation may be offered or made on behalf of Ontinue unless pre-approved by Ontinue's Legal Department.

To the extent permitted by applicable law, Associates may participate in political and charitable activities with their own money and on their own time. Such activities must be undertaken in a way that makes clear to an outside observer that they are unrelated to any business of Ontinue.

Responsibilities in Support of This Policy

Breaches of this Policy will not be tolerated and may lead to disciplinary and other actions up to and including termination of employment.

To promote compliance, Associates may be required to participate in compliance training when and as determined by Ontinue's Legal Department. In addition, to ensure that Ontinue maintains its reputation for integrity and fairness, Employees must ensure that this Policy is clearly understood and followed by others acting on behalf of Ontinue, including its Business Partners.

Any questions regarding this Policy should be raised with Ontinue's Legal Department at legal@ontinue.com.

Associates are expected to raise concerns related to potential violations of this Policy or applicable anti-bribery and anti-corruption laws. Reports may be made to your supervisor, [Speak Up](#) (Ontinue's whistleblower hotline for confidentially reporting concerns) or Ontinue's Legal Department at the following address: legal@ontinue.com. Such reporting is encouraged. Failure to communicate in such circumstances may result in disciplinary action or termination of contract.

Under no circumstances will you be subject to retaliatory actions for reporting in good faith a suspected or actual violation. No one in Ontinue may retaliate against you, and attempts to do so will be subject to disciplinary action.