

19.08.2021

# Prianto Compliance Policy

## Letter from the Management to Employees

Our success as a company is built upon a foundation of integrity – a longstanding commitment to act with the highest ethical standards and to conduct business honestly and legally. The following Compliance Policy reflects this on-going commitment and offers guidelines and standards that define how we run our business.

The Compliance Policy (the “Policy”) addresses and communicates Prianto’s (the “Company”) commitment to comply with all applicable laws, rules and regulations related to corruption, bribery, conflict of interest and the adherence of human rights, social and ecological impact. Its purpose is to help the Company employees identify and avoid situations that could potentially violate the law or create any appearance of impropriety.

Corruption and bribery are global problems that compromise the security and effectiveness of financial systems, undermine economic development and damage societies. They are also illegal and will expose both you and the Company to fines and other penalties, including imprisonment and reputational harm. Any conflict between your personal interest and the interest of the company is a violation of the ethical behavior we expect.

The Company holds itself to high ethical and legal standards and expects all who work for it or on its behalf to do so also. Prianto supports and respects human rights as expressed in the International Bill of Human Rights and the International Labor Organisation's Declaration on Fundamental Principles and Rights at Work. Prianto adheres to the 10 Principles of the United Nations Global Compact and to the United Nations Guiding Principles.

- Human rights
- Health and safety
- Non-discrimination
- Freedom from physical violence, threats, corporal punishment, mental coercion, verbal abuse, disrespectful behaviour, bullying or harassment of any kind
- Compliance with applicable employment laws and international labour standards
- Freedom of Association
- Modern Slavery, forced labour and child labour
- Responsible mineral sourcing
- Privacy
- Anti-corruption
- Whistleblowing protection/non-retaliation

Employees are regularly trained to be familiar with the rules described in this Policy and regularly refresh their understanding of these rules. When you have questions, please consult the Company’s Country Manager or Managing Director.

If you are aware of or suspect any compliance violations involving corruption, bribery and/or conflict of interest as described in the Policy by any person employed or contracted by the Company, you must report such conduct without delay to the Country Manager or Managing Director. The Company strictly prohibits retaliation against anyone for raising, helping to address, or refusing to participate in such conduct.

We all share the responsibility for complying with this Policy. I count on your support.

Thank you,

William Geens

Managing Director  
Prianto GmbH

# Prianto Compliance Policy

## 1. Introduction

This document sets out the Company's Policy on Anti-Corruption and Conflict of Interest (the Policy). It must be read in conjunction with other compliance procedures and other related documents especially the Prianto Code of Conduct which the Company may adopt from time to time.

### 1.1. Purpose

The purpose of this policy is to establish controls to ensure compliance with all applicable anti-bribery, anti-corruption, and any conflict-of-interest requirements.

### 1.2. Who is covered?

This policy applies to all individuals working at all levels of the Company, including directors, officers, managers, employees (whether temporary or permanent), interns, and to any third Party (Third Party includes all relevant suppliers, contractors, business partners and relevant customers) working on the Company's behalf (collectively, Covered Persons).

All Employees of the Company share responsibility for the proper implementation of this Policy.

### 1.3. Government Officials

All interactions with government officials must comply with this Policy and with all applicable laws, rules, and regulations. All such interactions must adhere to the Company's commitment to act in compliance with the highest ethical standards and to conduct business honestly and legally, and employees should not create the appearance of impropriety regardless of whether there was any improper intent.

A government official includes anyone, regardless of rank or title, who is:

- An officer or employee of any local, provincial, or national government, including government agencies (for example, members of parliament, police officers, firefighters, members of the military, tax authorities, customs inspectors, food and drug agency regulators, etc.)
- A director, officer, representative, agent, or employee of any government-owned or controlled business or company
- Any person with the responsibility to allocate or influence expenditures of government funds, including persons serving in unpaid, honorary, or advisory positions
- An officer or employee of a public international organization (for example, the United Nations, International Olympic Committee, International Red Cross, World Bank, etc.)

- Any person acting in an official capacity or on behalf of any government or public international organization (for example, an official advisor to a government)
- Any officer or employee of a political party; Any candidate for political office; and
- A close relative (for example, parent, sibling, spouse or child) of any of the above

## **2. Reporting and Anti-Retaliation**

It is the responsibility of those working for or with the Company to prevent, detect, and report bribery, corruption, or conflict of interest activity.

You must notify the Country Manager or Managing Director without delay if you believe or suspect that a violation of any corruption or bribery laws or conflict of interest requirements covered in this Policy has occurred or will occur in the future. If you are unsure whether an act is a violation, or if you have other questions or concerns, you must raise your concerns with the Country Manager or Managing Director.

Alternatively, if you wish to report such matters anonymously, you may submit a description of the concern or complaint to the attention of the Country Manager or Managing Director or by e-mail to: [compliance@prianto.com](mailto:compliance@prianto.com)

The Company will not tolerate any form of discrimination, harassment or retaliation against any person who raises a concern in good faith or refused to participate in conduct that would violate law or this Policy. All reports will be investigated and appropriately addressed. The Company will attempt to keep its discussions with any person reporting a violation or concern confidential to the extent reasonably possible.

## **3. Training and Communication**

The Company will provide training to all Employees on a regular basis to assist them in understanding and complying with this Policy and to inform them of changes to the Policy. Employees must participate in and complete the offered training when required to do so.

## **4. Risk Assessment**

The Company will undertake a high level, Company-wide bribery, corruption, and conflict of interest risk assessment regularly and if specific circumstances require, such as a material change to the Company's geographic or business coverage.

The results of the analyses/interviews found during the risk assessment should be documented and retained for record keeping purposes.

## **5. Record Keeping Requirements**

The Company must make and keep books, records, and accounts that accurately and fairly reflect the Company's transactions and assets in reasonable detail. It must also maintain an adequate system of accounting controls to ensure that transactions are executed in accordance with management authorizations and are correctly recorded and reviewed. No accounts may be kept "off-book" to facilitate or conceal improper payments.

All expenditures including gifts, hospitality, travel, entertainment, charitable donations, and any other payments must be accurately and reliably reported and recorded. All accounting records, expenses reports, invoices, vouchers, and other business records must be accurately and fully completed, properly retained for a period of at least ten (10) years, and reliably reported and recorded. Undisclosed or unrecorded funds, accounts, assets, or payments must not be established or retained for any purpose.

## **6. Consequences of Failure to Comply**

Failure to comply with any provision of this Policy is a serious violation, and may result in disciplinary action, up to and including termination, as well as civil or criminal charges.

## **7. Anti-Bribery & Anti-Corruption (ABAC)**

Bribery is offering, giving, promising, soliciting, or accepting anything of value (financial or non-financial) to a government official or any other person, directly or indirectly through a Third Party, to improperly influence that person in the performance of a duty or to obtain or retain business or any undue business advantage. Corruption is the abuse of entrusted power for personal gain. Bribery and fraud are considered corrupt practices. All Covered Persons are prohibited from engaging in any acts of bribery or corruption, either directly or through a third Party.

### **7.1. Gifts, Hospitality, Travel & Entertainment**

Gifts, hospitality, travel, and entertainment may not be used to influence any person or to obtain or retain an improper business advantage for the Company.

Covered Persons must not offer, give, promise, solicit, or accept any gift, hospitality, or any other thing of value to any person:

- Which could be regarded as illegal or improper, or which violates the recipient's policies; or
- Which was intended to improperly affect or influence the outcome of a business transaction; or
- Which could be regarded as affecting a business transaction.

Any gift, hospitality or other expense which exceeds 35 EUR for any individual or event must be preapproved by the Country Manager or Managing Director prior to payment.

### **7.2. Government Officials: Pre-approval Required**

Written pre-approval by the Company's Country Manager or Managing Director is required in every instance when gifts, hospitality, travel, or entertainment is to be offered or extended to a government official.

Pre-approval should be requested and obtained before extending any gift or invitation to a government official.

### **7.3. Gifts that are NEVER allowed:**

- cash
- gifts, travel or hospitality costs to government officials or their family members; or,
- gifts that violate local customs, rules or regulations governing the conduct of the government official, or that would reflect badly on the Company.

### **7.4. Facilitating payments and personal kickbacks**

Facilitating payments are a type of bribe. They are usually defined as payments made to expedite or facilitate the performance of a public official for a non-discretionary, routine governmental action.

Personal kickbacks are the sellers' return of part of an item's purchase price to a buyer or buyer's representative to induce a purchase or improperly influence future purchases.

Facilitating payments and personal kickbacks, whether legal or not in a country, are prohibited under this Policy. Employees must notify the Country Manager or Managing Director when identifying a facilitation payment request.

### **7.5. Charitable and Political Contributions**

The Company prohibits the use of company funds for political contributions.

From time to time, the Company may make charitable donations in the form of in-kind services, knowledge, time, or direct financial contributions. Charitable contributions are acceptable, provided:

- the request for a donation is made in writing and sufficiently describes the charitable purpose of the donation, any business reason for the donation, and all details about the recipient
- the donation is legal and ethical under local laws and practices
- proper due diligence is performed to ensure that the recipient is a bona fide charitable organization, and the recipient has no connection to a government official who is in a position to act or take a decision in favor of the Company
- the donation will not be misused in exchange for a business benefit or advantage
- it is approved in writing by the Country Manager or Managing Director in advance; and,
- it is accurately recorded in the Company's books and records

### **7.6. Working with Third Parties**

As noted above, because anti-bribery laws prohibit "indirect" as well as direct offers and payments, the Company and you may be held liable for the conduct of Third Parties such as the Company's agents and business partners when we know or reasonably should have known of the unlawful conduct. Turning a "blind eye" or ignoring "red flags" that something may be wrong does not exonerate you or the Company from liability.

Authorizing a Third Party to do something that you cannot do directly is a violation of this Policy.

### **7.6.1. Due Diligence & Contract Requirements**

Before entering a relationship with a Third Party, the responsible Employee must first conduct a reasonable investigation into the Third Party's background, reputation, and business capabilities. This investigation is called due diligence and should be documented by using the policies and procedures developed for this purpose.

All Third Parties engaged by the Company to provide services require a valid and approved contract. No contract with a Third Party should be concluded until the due diligence has been completed and the Country Manager or Managing Director has deemed it satisfactory and approved it. For customers (reseller partners) the definition of payment terms and the granting of a credit limit by the management is seen as the valid documentation process. The management team is obliged to conduct the necessary due diligence activities before setting the payment terms and credit limit of a partner.

All new contracts must contain anti-corruption representations and warranties consistent with this policy and the Third Party has formally accepted and agreed to comply with the Company's anti-corruption Policy.

### **8. Conflict of Interest**

A conflict of interest is any situation in which decision-making may be improperly influenced or altered due to a personal or business relationship with any third-party that results in harm to our Company or our stakeholders. This typically occurs when a party has, or appears to have, loyalties or interests to two parties with different interests in a transaction.

If there are situations that may pose a conflict of interest, it is your responsibility to bring them to the attention of the Country Manager or Managing Director. This applies if the potential conflict is real or could give the appearance of a conflict of interest to an outside observer. Conflicts typically involve situations with family and/or friends, or situations where a person has a loyalty to more than one party in a transaction. Sharing confidential business or transaction information or trade secrets is a specific type of conflict of interest.

By signing below, I acknowledge that I have read and understand the Policy and agree to comply with its provisions.

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Name and Date