

# ANTI-CORRUPTION AND ANTI-BRIBERY

Corporate policy

ASTara

## CHANGE CONTROL

<b>Edition</b>	<b>Version 1.0</b>
<b>Approval date</b>	
<b>Changing sections</b>	
<b>Change description</b>	
<b>Clasification</b>	

# INDEX

1. PURPOSE
2. DEFINITIONS
3. SCOPE OF APPLICATION
4. PROCEDURE
5. BREACH OF THE POLICY
6. ACCEPTANCE AND COMPLIANCE
7. VALIDITY
8. REFERENCES
9. APPENDIXES

## 1. PURPOSE

The purpose of this Policy is to establish the guidelines to be applied in terms of corruption prevention, assign the relevant roles and responsibilities, and establish certain elements for its governance.

This Policy must be applied taking into account the provisions of the Ethics Code, and applicable implementing regulations.

Likewise, this Policy constitutes an essential element for the execution of Astara's corruption prevention commitment and reinforces the commitment to complete and absolute rejection of these corrupt practices ("zero tolerance").

This Policy sets out the criteria, roles and responsibilities, and governance to prevent bribery and corruption to comply with applicable regulations and safeguard the Group's reputation.

Its purpose is to fully comply with any local regulations, the European Union regulations on bribery and corruption, the Foreign Corrupt Practices Act of the United States ("FCPA"), as well as other international and supranational guidelines such as the Anti-Bribery Convention of the Organization for Economic Cooperation and Development ("OECD"), among others.

The Group must have effective and risk-based procedures, systems and controls in place to detect and prevent the offering, promising, delivery, solicitation and acceptance of bribes, including to foreign Public Officials, and the facilitation of bribery.

The risk of being used for bribery or corruption purposes, or the facilitation of bribery or corruption exposes the Group to reputational, legal and regulatory repercussions.

Failure to comply with these obligations may result in our regulators imposing sanctions on both companies and individuals.

Any concerns regarding this Policy should be raised immediately to the Corporate Compliance Committee

## 2. DEFINITIONS

- I. **Affiliate:** means any entity that directly or indirectly through one or more intermediaries, controls or is controlled by or is under common control with the entity specified. For purposes of this definition, control of an entity means the power, direct or indirect, to direct or cause the direction of the management and policies of such entity whether by contract or otherwise, and ownership of the majority of the voting rights of another entity shall create a rebuttable presumption that such entity controls such other entity.
- II. **Astara, Group, oa astara Group:** includes Astara Mobility, S.A., and all its Affiliates, and branches.

III. **Astara's Personnel:** meaning all directors and officers, employees, consultants working within or with Astara and workers working at any Astara business anywhere in the world.

IV. **Bribery:** refers to the act of offering, giving, or accepting money or gifts or other advantages that may induce the recipient to act improperly or reward him for acting improperly.

Other advantages may include, but are not limited to, services, loans, employment opportunities, and charitable giving.

An example of bribery could be.

*The offer of tickets and hospitality, to a potential customer, for a major sporting event, but only if they agree to do business at a certain price.*

The act of bribery takes place when a person (individual or corporate) offers, promises or gives to another person; or solicits, agrees to receive, or accept, a financial or other advantage, with the intent to procure or reward any person's improper performance.

It is a criminal offense of an employee to offer, promise or give a bribe; and soliciting or accepting a bribe.

V. **Business Partner:** is the third party with whom Astara has established or plans to establish a business transaction or alliance such as, partners in joint ventures, or counterparties in collaboration or cooperation agreements.

VI. **Corruption:** corruption is considered to be the illegal act by which a person offers, delivers, requests or accepts any type of gifts, benefits or promises in order to obtain any advantage for himself or for a Third and that involves an abuse of position.

In the public sphere, the delivery, promise or offer of gifts or benefits to authorities, public officials, national or foreign, or employees or managers of companies or public organizations, whether made directly to them or indirectly through related persons or companies, made with the purpose of obtaining (or rewarding) a resolution or favorable treatment, they may be considered a corrupt act and constitute a criminal offence. The acceptance of proposals or offers made by the Public Official in the same sense may also be considered a corrupt act.

Likewise, the delivery or offering of any kind of gift or benefit to a Public Official in consideration of his position or function may be considered a corrupt act, and where appropriate a crime.

On the other hand, in the private sphere, it could become an act of corruption to give, promise or offer, in certain circumstances, gifts or other unjustified benefits to employees or managers of other entities to obtain a position of advantage over our competitors.

VII. **Public Official (Official):** person who holds a legislative, administrative or judicial position either by appointment, election or succession, as well as any candidate for public office or any person exercising a public function, in a national or international

agency or organization, entity or organization of a public nature, as well as employees of companies or public bodies or organizations, political representatives, employees or representatives of political parties and candidates in political elections.

Likewise, any person who has a known or notorious family connection, intimate or business friendship with an Official will be considered, for the purposes of this Policy, to be comparable to said politically Exposed Person. For these purposes, "companies or public bodies or organizations" shall be understood as those in which the State has directly or indirectly the ownership of the capital and/or the capacity to appoint the members of its governing body.

- VIII. **Third:** refers to agents, intermediaries or advisors acting in the name and on behalf of Astara or the Business Partner with whom the transaction is to be formalized within the scope of a commercial or business relationship that is not expressly excluded in accordance with this Policy. Excluded from this definition are lawyers and external auditors in the exercise of their functions as such.

### 3. SCOPE OF APPLICATION

This Policy applies to all Astara's Personnel, and Astara Group.

This Policy focuses on the prevention of Bribery and Corruption and represents the minimum standards required that all Group's entities and Astara's Personnel must meet, regardless of their geographical location, to ensure compliance with the applicable regulations in each location.

In the event that local regulations establish more restrictive requirements, the affected entity must observe those regulations and inform the Corporate Compliance Committee.

Astara's Compliance function is responsible for the development and the interpretation of this document.

### 4. PROCEDURE

The Anti-Corruption and Anti- Bribery Prevention Policy is structured around the establishment of common guidelines, the need to have a whistleblowing channel and the determination of the implementation of training actions that must also have homogeneous content for the Group.

#### 4.1. Common Guidelines

##### 4.1.1. Guidelines on gifts and invitations to Public Officials

In general, gifts and invitations to Public Officials are considered an inappropriate conduct and gifts and invitations to Public Officials are prohibited in any situation or circumstance., except for the limits and exceptions established in section 4.1.2.

## Facilitation payments

Facilitation payments are not acceptable. Facilitation payments consist on giving of a small amounts of money to a Public Official to achieve the completion or expediting of certain routine tasks (customs, visas ...). Although these payments are customary and socially accepted in some countries, they can be considered acts of corruption and are therefore expressly prohibited.

### 4.1.2. Guidelines on gifts and invitations to and from Group's employees

The Ethics Code establishes that, in general, no Astara's Personnel may request or accept any type of payment, commission, gift or remuneration in relation to their professional activity in the Group that comes from customers, suppliers, intermediaries, counterparties or any other third party, except in those circumstances where each and every one of the following four conditions are met:

- a) That they have a clear and obvious motive – which does not need explanation – and are proportionate to it.
- b) That do not go beyond the usual, social and courtesy uses.
- c) That they are carried out with total transparency. This condition is understood to be satisfied if the gift or invitation stands the test of advertising: would it affect the reputation of Astara or would its commitment to ethical values be called into question if the gift or invitation appeared in the media?
- d) That the liquidation of expenses is carried out following the ordinary procedures established in Astara.

This risk of misconduct is considered to be reduced when any of the following circumstances occur:

- a) The gift or invitation is addressed to a broad group of persons (i.e., it is not a gift or invitation to a sole individual).
- b) A principle of moderation and austerity applies.

In addition, when a gift or invitation is made or received to or from Astara's Personnel, the following limits and exceptions are established, and therefore the gift or invitation can be offered or accepted:

- a) When the invitation or gift made is considered an object of propaganda or is NOT of great value or professionally inappropriate.
- b) In the case of an invitation or gift that does not exceed the limits considered reasonable in the habitual, social and courtesy uses, such as Christmas, provided that they are not in cash and are within modest and reasonable limits.

Accepting advantages or benefits from third parties (customers, suppliers, consultants etc.) in compensation for the contracting products or services could be interpreted as an action contrary to the Ethics Code.

When any person offers or delivers to an employee of the Group any type of advantage (gift, invitation, offer, etc.) that does not fit into any of the above exceptions, the following guidelines of conduct will be observed:

- Expressly and without delay, the person must be informed of the obligation to refuse the gift or invitation.
- If, even under the above warning, the person insists on the acceptance of the gift or invitation, in this case, the gift shall be shared with all the Astara's Personnel through the People Department.

#### **4.1.3. Registry**

Details of all gifts and/or invitation of great value or professionally inappropriate, whether received or given, must be logged by each Astara's Personnel in the Gifts and Invitation Register (shown in Appendix I), signed off annually by that person and made available, with supporting documentation, when requested, for audit inspection.

The following details should be logged using the Gifts and Invitation Register:

- The date the gift and/or invitation is offered/ provided.
- The employee(s) concerned.
- The external organizations, the host/primary contacts and, where known, all other individuals within that organization (and any spouses or partners) in attendance.
- A description of the gift and/or invitation, including the purpose and justification as to why the gift and invitation is appropriate.
- The value (or estimate value) of the gift and/or invitation.
- Whether the gift and/or invitation is accepted.

All employees are required to keep copy of all gifts and invitations and make these available for audit inspection when requested.

#### **4.1.4. Guidelines on the actions of agents, intermediaries, advisors and Business Partners**

Corruption risks are often associated with the actions of third parties: intermediaries, agents, advisors, consultants, Business Partners in joint ventures, etc. Particular care must therefore be taken in these cases, which requires applying the rules and procedures set out in this paragraph.

In business transactions carried out by Astara's Group entities that require the collaboration of Third parties or Business Partners, it is recommended to hire entities of recognized prestige and first level in their respective markets whenever possible. Entities of recognized prestige and first level are considered those that have accredited over several years a reputable performance in their respective sector, which have a trajectory of recognized ethical behavior.

When the Third party or Business Partner cannot be considered of recognized prestige and first level based on the above criteria, but is relevant for the company, the protocol of action described below will be followed.

#### **I. Due diligence procedure**



Before hiring, the Astara's company carrying out the transaction must follow a due diligence procedure of the Third, which will be carried out in accordance with the Due Diligence document attached as Appendix II.

Attached as Appendix III is a guide to "Red Flags" that includes situations or actions that should make us suspect that there is a risk of corruption. If a Red Flag is detected, it is important to notify it to the Corporate Compliance Committee, immediately.

## **II. Controls on payments**

Before making any payment, the business unit will obtain from the Third party or Business Partner a description of the specific work it has carried out, with documentary accreditation, whenever possible, of said works and the expenses produced. The description will detail the meetings that the Third party or Business Partner has held with Public Officials or employees, the dates, duration, attendees, content of each of them and the person who has convened them.

Payments will be adjusted to what is established in the contract signed with the Third party or Business Partner and will be made in the bank account whose ownership has been analyzed in the due diligence prior to the hiring of the Third Party or, exceptionally, subsequently. No amount will be paid in cash above the legal limit, if any, under contracts entered into with Third parties or Business Partners. All payments must be recorded correctly in the accounts.

## **III. Accounting controls**

A very effective way to limit the risks of corruption is to strengthen accounting controls and controls on payments. To achieve this, at least the following measures shall be taken:

- In no case will bank accounts be maintained that are not reflected in the Group's accounts.
- Invoices will not be paid that do not correspond to duly authorized deliveries of goods or services, actually carried out and without verifying that the prices are those provided for in the contracts signed or, if they do not exist, they are not exorbitant and unusual in the market in question.
- Cash payments will not be approved in any case.
- Before approving a payment, it must be verified that the recipient of the payment corresponds to the person or entity that has issued the corresponding invoice and / or has signed the corresponding contract.

### **4.1.5. Anti-corruption clauses**

Contracts signed with suppliers, customers, Third parties and Business Partners must be approved according to the Delegation of Authority, which will ensure that anti-corruption clauses, as set forth in Appendix IV, have been included in the contract that is finally formalized between supplier, customer, the Business Partner or Third party collaborator and Astara.

In particular, contracts shall include clauses providing for at least the following:

- Stipulations that expressly specify the prohibitions on the prevention of corruption.

- Stipulations that require the Third party or Business Partner knows and accepts the Astara's zero tolerance policy on corruption.
- Stipulations that include anti-corruption representations and statements referring not only to the supplier, customer, Third party or Business Partner, but also to its group of companies, employees, administrators and agents or third parties that have intervened in the transaction.
- Stipulations that allow the termination of the contract when facts are found that seriously suggest that the supplier, customer, Third party or Business Partner is carrying out (or intends to perform) acts of corruption. The resolution will imply the obligation of the supplier, Third party or Business Partner to return the amounts received up to that moment.

#### **4.1.6. Employment**

Astara's commitment to a culture of integrity must be carried out in the recruitment process by selecting people who exhibit those values.

A job offer is considered valuable and therefore exposed to the risk of bribery and corruption. All job vacancies (including paid and unpaid traineeships and training) must respond to the needs of the unit offering the vacancy and must follow the human resources process established to define the vacancy and its scope.

The Group entity that hires must pay particular attention to:

- Hiring a new employee
- An internship program,
- Any unpaid work experience,
- The design and execution of a compensation and incentive structure for employees.

Neither Astara nor its employees may make an offer of employment, if the offer is or could be perceived as an advantage with the intention of influencing another person for the benefit of the Group. Therefore, the Group must be particularly strict in these processes.

The function responsible for hiring shall confirm in writing, if this is requested by the Corporate Compliance Committee, (i) that it has not made recruitment decisions to hire or provide a job-related opportunity in exchange for any type of business advantage to the Group of a client, supplier, potential client or counterparty, and (ii) that it has not been asked to hire or provide a job-related opportunity in accordance with the criteria set out above. As part of the hiring process and before an offer is made to applicants, identification and verification of the individual and review of supporting information and documentation, including employment history, background checks, and adverse media selection, should be conducted.

Please consult your People Department and follow its procedures and forms.

#### **4.1.7. Sponsorships and Donations**

A restrictive approach should be taken to assess and understand the corruption and bribery risks of any planned payments, especially those related to sponsorships and donations.

Sponsorships generally provide a defined set of commercial and/or brand-related benefits, which will be agreed with the sponsored organization in a contract resulting in a financial or in-kind investment.

A donation is the act of voluntarily donating money or assets to an initiative with a charitable purpose primarily that is aligned with Astara's strategy, for which no commercial return should be expected. Donations must be voluntary, without any obligation imposed. Donations in the form of internships are not acceptable unless previously established under a partnership agreement.

Donations or sponsorships to political parties are prohibited, regardless of whether they are financial investments or contributions in kind.

Sponsorship or donation must be approved by the Head of the relevant department. When a sponsorship or donation was not approved due to the risk of bribery or corruption, as stated above, the application must be registered and the reason for the rejection must be recorded.

## **4.2. Complaints**

Astara considers that it is essential to ensure that employees who become aware of any allegedly illicit practice or action feel safe and free to communicate it to the company. Therefore, the Ethics Code recognizes the importance of establishing a whistleblowing channel for the regulation of which it has adopted an open-door policy, which means that:

- Employees or managers who detect any alleged irregularity may go directly to <https://astara.integrityline.com/frontpage> to communicate it, without having to go through their hierarchical superior.
- Communications may be made anonymously if permitted by local law.
- The confidentiality of the communication is guaranteed.
- In any case, any retaliation against the employee who has reported in good faith is prohibited; and
- The right of defense of the accused is also guaranteed

## **4.3. Training**

The People department must develop together with Corporate Compliance Committee a specific training program related to the prevention of corruption and bribery which will be mandatory for all Astara's Personnel.

The training program shall transmit the following warnings and criteria:

- The Group pursues a policy of complete and absolute rejection ("zero tolerance") with regard to corruption and bribery. Under no circumstances may the needs or conveniences of the business prevail over strict compliance with the laws and the Group's anti-corruption policies.

- The legal risks associated with corruption are extraordinarily serious, both for the Group and for the people who may engage in such practices. In the latter case they can involve not only disciplinary dismissal, but severe prison sentences.
- Corruption exists and is criminal whether it occurs in the public or private sectors.
- Corruption does not only materialize in the delivery of money. It can be derived from anything that directly or indirectly benefits the recipient: deliveries of goods or services free of charge or at prices below market prices, gifts, trips, hotels, meals, tickets to sporting events, hiring friends or family, awarding contracts, etc.
- There may be corruption of Public Officials even if the gift or benefit is given (or offered) without a specific purpose of obtaining a specific favorable treatment.
- There is corruption not only when a commission, a gift or any benefit is delivered, but also when commissions, gifts or benefits are offered, and even when the requests made in that regard are accepted. In most legislations the delivery, offering and acceptance are equally criminal.
- Acts of corruption may exist not only when the person receiving (or to whom the illicit commission or gift is offered) is the Public Official himself, but also when the beneficiary is a person or entity linked to the Public Official.
- Special care must be taken in controlling the activities of Third parties related to the Group (agents, intermediaries, advisors, consultants, partners, etc.). If those Third parties engage in any act of corruption, there may be criminal liability both of the Group and of the person who has dealt with those Third parties.
- The fact of not knowing what the Third party has done in particular (e.g., whether he has paid a commission to a Public Official, if he has made gifts above social customs, with which Public Officials has related or whom he has favored) does not exempt from criminal responsibility. In most legislations, the person or entity contracting with the Third party may incur in criminal liability if, given the circumstances, there is a high probability that the Third party has carried out an unlawful act and the person who has hired him has not acted to avoid that situation.
- In other words, if one "looks the other way" or "prefers not to know" what the Third party has done, this does not exempt oneself from possible criminal liability. And that responsibility carries heavy prison in many countries.
- To avoid this legal risk, it is essential to strictly adopt the diligence measures described in this prevention program.
- Special attention must be paid to the elements of risk that require enhanced due diligence.
- Acts of corruption are criminal in all jurisdictions in which the Group operates and are prosecuted.

- Corruption not only occurs in cases of commissions or illicit payments, but also includes influence peddling.
- In no case is the argument that "everyone does it" or that "in those countries if you do not do this it is impossible to do business", acceptable.
- Anyone who appreciates possible corrupt conduct must inform through <https://astara.integrityline.com/frontpage> without fear of reprisals or negative consequences. It is preferable to make a mistake by warning of a possible suspicion of corruption that later turns out to be unfounded, than to say nothing and allow the possible illegal act to be carried out.
- In the area of corruption, it is not uncommon for there to be grey areas, where it is not very clear whether a particular action is acceptable or not. In case of doubt, always consult your hub's Corporate Compliance Committee.

## 5. BREACH OF THE POLICY

Failure to comply with these regulations may result in labor sanctions, in accordance with applicable labor legislation, without prejudice to administrative or criminal sanctions, which may also result from it.

The sanctions that may be imposed shall take into account the seriousness of the offence committed as well as other concurrent circumstances.

In the event that it is determined that the action or omission could also constitute a crime, such circumstance must be revealed to the competent authorities for the knowledge and prosecution of the crime.

In no case may the commission of a crime be justified by obtaining a benefit for the Group.

## 6. ACCEPTANCE AND COMPLIANCE

This Policy is communicated to all Astara's Personnel, who are obliged to comply with it from the moment they join Astara, and during their professional relationship with Astara. All Astara's Personnel must record their acceptance of this Policy.

## 7. VALIDITY

This Policy has been approved by Astara Mobility, S.A. Board of Directors, being incorporated into the internal regulations of Astara and remaining in force until its cancellation or modification is approved. Any modification of this Policy must have the approval of the Astara Mobility, S.A., Board of Directors.

## 8. REFERENCES

- o Ethics Code

## 9. APPENDIXES

Date	Gift / Invitation	Organization/individual	Value	Accepted Y/N	Approved Y/N – evidence/date

### 9.1. GIFTS & INVITATIONS REGISTRY

Employee name:  
Employee number:  
Company:  
Year:

### 9.2. ASTARA'S ABC Due Diligence Questionnaire

ASTARA and its Affiliates are committed to maintaining the highest standards of business practice and ethical conduct, and we are pleased to enclose our standard Questionnaire which we request you to complete and return, together with the documentation referred to therein. The questionnaire responses will be subject to an internal review that must be completed as one of our evaluation criteria, and we therefore urge you to respond with due expediency.

For the avoidance of doubt this communication and the completion and review of the questionnaire does not constitute any form of commitment to enter into a contractual arrangement.

The following defined terms are used in the questionnaire:

**"Affiliates"** means any entity that directly or indirectly through one or more intermediaries, controls or is controlled by or is under common control with the entity specified. For purposes of this definition, control of an entity means the power, direct or indirect, to direct or cause the direction of the management and policies of such entity whether by contract or otherwise, and ownership of the majority of the voting securities of another entity shall create a rebuttable presumption that such entity controls such other entity

**"Director"** refers to an individual who is a member of the executive board, or the board of directors or the supervisory board of a legal entity. It does not include non-executive directors or secretaries.

**"Government Official"** is defined as:

- (i) Any executive, legislative or judicial branch official or employee or any official or employee of any government agency or instrumentality (including military, police and customs); or any director, officer or employee of any government-owned or controlled enterprise (including but not limited to a national oil company);
- (ii) Any official or employee of a public international organization.
- (iii) Any political party or political official.
- (iv) Any candidate for political office.
- (v) A member of a royal or ruling family.

**“Key Individual”** is defined as any employee with executive or management authority of the **Legal Entity** and of any legal entity that is the ultimate beneficial owner of that entity (i.e. which owns and/or controls in excess of 25% of the **Legal Entity**).

**“Legal Entity”** is defined as a partnership, unincorporated association or body corporate wherever incorporated or situated.

**“Specially Designated National (SDN)”** is an individual, group or entity that appears in the SDN List published by the United Nations, the European Union or the governments of the UK, US or Canada.

1	<b>General Information</b>
1.1	Name of the <b>Legal Entity</b> (or, if an individual, full name).
1.2	In which country is the <b>Legal Entity</b> incorporated (or if an individual, country of residence)?
1.3	Please provide corporate registration number (or equivalent) of the <b>Legal Entity</b> in the country of incorporation (or if an individual, the identity card
1.4	Registered address of the <b>Legal Entity</b> (or home address if an individual).
1.5	Address of place of business (if different from 1.4 above).
2	<b>Ownership and Structure (not applicable to individuals)</b>
2.1	Please state corporate structure of the <b>Legal Entity</b> .
2.2	Is the <b>Legal Entity</b> listed on a stock exchange? If so, please state which one.
2.3	Please list the names and titles of <b>Directors</b> and officers of the <b>Legal Entity</b> .
2.4	How many employees does the <b>Legal Entity</b> (or individual if applicable) have?
2.5	Provide name and address of parent company and ultimate holding company of the <b>Legal Entity</b> , where applicable.
2.6	Are any other persons able to exercise control over the <b>Legal Entity</b> through any arrangement or relationship? If so, please identify such persons and explain the nature of the arrangement or relationship.
2.7	Are any of the <b>Legal Entity's</b> principals, owners, partners, Directors, officers or employees currently <b>Government Officials</b> ? If so, please identify the persons and their position and duties.



<b>3</b>	<b>Banking Information</b>
3.1	Would the <b>Legal Entity</b> (or individual if applicable) receive payments in a bank account in its own name and in a jurisdiction in which the <b>Legal Entity</b> is registered or where the contract or services provided would be performed?
<b>4</b>	<b>Sanctions / Trade Restrictions</b>
4.1	Does the <b>Legal Entity (or individual if applicable)</b> comply with all applicable trade sanctions, including but not limited to EU and US
4.2	Has the <b>Legal Entity</b> (or individual if applicable) or any of its owners or key employees been identified as a <b>Specially Designated National</b> by the UN, EU, UK, Canada or the US?
<b>5</b>	<b>Ethical Practices</b>
5.1	Do any of the <b>Directors</b> or officers of the <b>Legal Entity</b> (or individual if applicable) have a relationship with an ASTARA employee that could create a conflict of interest or appear to do so? If so, please provide details.
5.2	Does the <b>Legal Entity</b> (or individual if applicable) have a Code of Business Conduct, or similar publication? If so, please provide a copy together with the submission of the questionnaire.
5.3	Does the <b>Legal Entity</b> (or individual if applicable) have policies in place that require compliance with applicable anti-corruption laws and prevent the payment of bribes? If so, please provide copies together with the submission of the questionnaire.
5.4	Has the <b>Legal Entity</b> (or individual if applicable) had a training program to train its employees on the policies specified in questions 5.2 and 5.3 above? If so, please provide a description of the program, its scope, frequency, etc. together with the submission of the questionnaire.
5.5	Does the Legal Entity (or individual if applicable) confirm that it has read and will comply with the requirements for supply chain companies contained in ASTARA's Supply Chain Code of Conduct (enclosed)?

5.6	Has the <b>Legal Entity</b> (or individual if applicable) ever been suspended from doing business in any capacity, fined or charged with fraud, misrepresentation, corruption, bribery, money laundering or other related
5.7	Have any <b>Key Individuals, Directors</b> or officers of the <b>Legal Entity</b> ever been convicted of, or suspended from doing business in any capacity for, or charged with, fraud, misrepresentation, corruption, bribery or other related activities? If so, please provide details.
5.8	Has the <b>Legal Entity</b> (or individual if applicable) made any disclosures involving fraudulent or corrupt misconduct or improper accounting, including bribery to any government authorities? If so, please provide details.
5.9	Has the <b>Legal Entity</b> (or individual if applicable) or any of its affiliates provided any Government Officials with entertainment, gifts, trips, money to ASTARA? If so, please provide details.
5.10	Has the <b>Legal Entity</b> (or individual if applicable) or any of its affiliates, Directors or officers paid or received any incentive, finder's fee, commission or gratuity in connection with actual or potential work for ASTARA? If so, please provide details.
5.11	Would the <b>Legal Entity</b> (or individual if applicable) intend to use any agent, consultant or other third party to deal in any way with Government Officials in connection with potential work for ASTARA? If so, please provide details.
<b>6</b>	<b>Modern Slavery Act</b>
6.1	Do you currently have a policy or programme that addresses or assures that trafficking, slavery, forced, bonded or child labour do not exist in both your operations and supply chain within the countries that you operate in?
6.2	Do you subcontract in excess of 50% of your work?

6.3	Do you employ or subcontract labor from labor brokers?
6.4	Does your organization subcontract manufacturing to a wholly owned facility in another country?
6.5	Do you execute manufacturing? If so, in what countries and do you have a supplier assessment process?
6.6	Does your company make an annual statement regarding its commitment to any Modern Slavery Act? [Y/N]
<b>7</b>	<b>Declaration</b>
	<p>I hereby declare that the information contained in this questionnaire is, to the best of my knowledge, complete and accurate.  The following documentation is submitted by the Legal Entity together with this questionnaire fulfilled:</p> <ol style="list-style-type: none"> <li>1. Code of Business Conduct (section 5.2)*</li> <li>2. Anti-Bribery and Corruption Procedures (section 5.3)*</li> <li>3. Information on training program (section 5.4)*</li> </ol> <p>(*strike out when not provided)</p> <div style="display: flex; justify-content: space-between; margin-top: 20px;"> <div style="width: 45%;"> <p>_____ Signature</p> <p>_____ Title</p> </div> <div style="width: 45%;"> <p>_____ Name</p> <p>_____ Date</p> </div> </div>

### 9.3. RED FLAGS

To facilitate the identification of relationships with a high risk of corruption or bribery, a number of known red flags are described below.

These are illustrative and are not intended to be exhaustive.

Any indication of risk of corruption or bribery in line with the Red Flags below should be escalated to the Hub Compliance Committee for further review:

1. Countries, territories or jurisdictions with significant levels of corruption.
2. Failure or refusal to provide the information and documentation necessary to conduct the due audit or a special examination of the operation or asserts that the requested information is secret or confidential (e.g. resistance to disclosure of the company's real property).
3. Relevant intervention of a Public Official in its administrative bodies. It also applies to cases involving a former Public Official.
4. Alerts on investigations or complaints related to corruption or bribery.
5. It is verified whether there are close family ties with Public Officials.
6. Use of newly incorporated companies or have an abnormal, complex or non-transparent corporate structure.
7. Lack of usual business structure in the economic sector in which it intends to operate (for example, without its own staff or facilities).
8. Lack or insufficiency of compliance programs in relation to the volume and characteristics of its business activity.
9. Refusing to provide information about the nature of their activities or to provide false, inconsistent, vague or unverifiable information.
10. Refusal to include anti-corruption clauses.
11. The required qualification or previous experience accredited in the economic or professional sector under the contract are not fulfilled.
12. The requirements of material and human resources in the country of execution of the contract are not met or are inadequate for the fulfillment of the contract.
13. The contract has been awarded without following procedures to ensure publicity and competition.
14. The contract does not provide for adequate audit or enforcement mechanisms.
15. Existence or provision of unusual payments to third parties for agency, mediation or intermediation activities. Remuneration significantly higher than usual in the market. Unusual advance payments in the sector.
16. Payments in countries, territories or jurisdictions other than those of residence of the contracting parties or of execution of the contract, especially in the case of offshore financial centers or tax havens.
17. The volume of the trade is unusual within the sector or is experiencing a substantial increase, without any apparent explanation.
18. Detection of false, inflated or irregular invoices or invoices describing goods, services or services billed in inaccurate or vague terms.
19. Make significant payments to third parties, without justification such as political contributions or donations.

- 20. Make relevant cash or other opaque means of payment (e.g. bearer bank cheques).
- 21. Transfers are received or ordered without full participant identification.
- 22. Subsequent payments are received in a short period of time for transfers to third parties that are apparently unrelated to the execution of the contract.

Detection of attempted influence by a Public Official and/or suspicion of bribery:

- 23. The Third party is suggested by a Public Official, particularly one with discretionary authority over the business in question.
- 24. A Public Official recommends hiring a specific person or firm to act as a third-party agent, consultant, contractor, or Business Partner (i.e., the Public Official may be seeking bribes received from a favored service provider or consultant).
- 25. The Third suggests that, because of its close relationships with key Public Officials, only companies that partner with it will be able to obtain a public contract.
- 26. A third party proposes to be paid a contingency fee if, for example, a government contract is awarded, or a favorable regulatory change is achieved. This type of compensation structure may create an incentive for the Third party to make an improper payment to achieve a favorable outcome.
- 27. A Third-party requests that your agreement be kept secret from your employer.
- 28. The Third party does not appear in industry standard directories or is not known to people with industry knowledge.

#### 9.4. ETHIC PROVISIONS

##### BUSINESS ETHICS PROVISIONS

**Note: this appendix should be included as an appendix to any contract with suppliers, Thirds and Business Partners (as defined in the Corporate Policy), and the following cause of termination should be included in the contract, as well:**

**[\_] fails to comply with the requirements of Appendix [\_] (Business Ethics Provisions)**

##### 1. DEFINITIONS

**Related Person:** means the [\_\_\_\_], shareholders, affiliate companies, subsidiaries, directors, officers and employees.

##### 2. BUSINESS ETHICS

[\_] shall respect internationally recognized human rights, which include at least the rights listed in the International Bill of Rights and the principles concerning fundamental rights contained in the Declaration of the International Labor Organization regarding fundamental principles and rights at work. They shall also comply with all provisions relating to ethical conduct and respect for human rights contained in the ASTARA Group regulations and internal practices in force; specifically, they shall accept and comply with the guidelines for action which ASTARA expects of its contractors and suppliers, which are included in the "Ethics and conduct code for contractors and its updates which can be consulted on the ASTARA's Website (\_\_\_\_)."

ASTARA reserves the right to engage in activities to verify the aforementioned code which require the participation of [\_]. [\_] must also implement the corrective actions deriving from the verification activities which ASTARA has undertaken.

Likewise, [\_] declares that it knows and accepts the ASTARA's zero tolerance policy on corruption (Policy \_\_\_\_), accessible through the ASTARA website (\_\_\_\_).

[\_] undertakes during the execution of this Agreement and while the rights and obligations deriving from it are in force to comply with the "Anti-Bribery Laws" which means all applicable laws relating to bribery, corruption, money laundering fraud or similar activities, including those: (a) of the country of incorporation of either of the Parties; (b) of any country in which the Agreement is to be performed (c) of Spain, including in particular the Criminal Code implemented by Organic Act 10/1995 of November 23; and (d) of the United States including in particular the Foreign Corrupt Practices Act 1977.

[\_] represents and warrants that neither it nor any other member of [\_\_\_\_] Group, employee, subcontractor, agent or any other intermediary acting on its

behalf is being or has been investigated or convicted for any offence under the "Anti-Bribery Laws".

For this purpose, [ ] represents and warrants on a best-efforts basis, the knowledge and to ensure that its employees, its business group, subcontractor, agent or any other intermediary linked to this Agreement are in compliance with the obligations under this Appendix.

[ ] shall immediately notify ASTARA of any act that may be found as a violation of applicable "Anti-Bribery Laws" and obligations by [ ], or its affiliates, or any of their directors, employees, personnel, agent, subcontractor or any other intermediary acting on its behalf.

[ ] shall indemnify and hold ASTARA harmless from any and all costs, expenses, losses, damages and liabilities that may arise either from the infringing Party or its Related Persons non-fulfilment, breach or infringement of any representation, warranty or undertaking regarding this Appendix III.

