

Fincons Group Policy

ANTI-CORRUPTION & ANTI-BRIBERY



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01 // Document Information

Title	Fincons Group Anti-Corruption and Anti-Bribery Policy
Purpose	The purpose of this policy is to describe the commitment of Fincons Group in conducting business ethically and to set up specific and mandatory rules of conduct regarding Anti-Corruption and Anti-Bribery behaviors.
Prepared by	Legal & Compliance Department
Approved by	CEO
Date of publication	30.06.2022
Version	1.0
Target group	Fincons Group's Employees, Directors, Officers, Suppliers and Partners
Related documents	<ul style="list-style-type: none">• Fincons Group Code of Ethics• Fincons Group Whistleblowing Procedure

02 // Introduction and Purpose

The purpose of this policy is to describe the commitment of Fincons Group in conducting business ethically, with the utmost integrity in all its operations throughout the world and to set up specific and mandatory rules of conduct regarding Anti-Corruption and Anti-Bribery behaviors. Fincons Group is formed of several entities from all around the world. The Group operates in Switzerland, Italy, Germany, France, Belgium, United Kingdom and United States of America.

The Board of Directors of Fincons Group has determined that, on the recommendation of the Supervisory Board, the Group should formalize its policy in compliance with all anti-corruption laws.

Furthermore, this policy is aimed to outline and explain the prohibitions against bribery and corruption in all of the Fincons Group's operations, to highlight the specific compliance requirements relating to these prohibitions, and to reinforce the Group's commitment to conducting business globally with the highest level of honesty and integrity. Violating applicable anti-corruption laws potentially exposes Fincons Group, its employees and any third-party intermediaries (regardless of nationality or location of residence) to significant criminal and civil liability, fines and penalties. Notwithstanding the above, the rationale for this policy is not just legal compliance: corruption is a major obstacle to poverty reduction and, by endorsing this policy, the Group reiterates its strong commitment to adhering to the relevant standards set out in the United Nations Convention Against Corruption.

For the above-mentioned reasons, Fincons Group does not authorize or tolerate any business practice that does not comply with this policy.

03 // Scope

This policy applies to all employees, officers, directors, and legal entities of Fincons Group. When conducting business on behalf of the Group, third parties are required to observe the same level of integrity, ethical conduct, and compliance with the law as Fincons Group employees. In jurisdictions where local laws or regulations set stricter rules than those set out in this policy, the stricter rules shall always prevail.

04 // What is Bribery and Corruption

Bribery is offering, giving, or receiving anything of value with the intention of inducing a person to act or to reward a person for having acted. This includes kickbacks—giving a payment to someone who helps facilitate a transaction. It's important to understand that a corrupt act has occurred even if:

- A bribe does not succeed.
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- A person authorizes or provides direction for a bribe, but no bribe is ultimately offered or paid.

“Anything of value” includes, but is not limited to:

- Cash, cash equivalents, stock, personal property, and assumption or forgiveness of a debt.
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- Gifts, meals, entertainment, and travel—any corporate travel, gifts, entertainment, and meals must be proportionate to the occasion and comply with this policy.
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- Political contributions.
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- Charitable contributions—if made to a charity at the direct request of a government official or private business partner, it could be considered an indirect bribe made in order to obtain or retain business or to secure other improper business advantage.
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- Job offers or internship awards—offers to government officials (or their relatives) can present a risk of violating anti-bribery or anticorruption laws and regulations.

05 // Anti-Corruption and Anti-Bribery Laws

Entities forming Fincons Group are subject to laws and regulations issued by the countries where they conduct business. The most relevant are:

- the United Nations Convention against Corruption;
- the Organization for Economic Co-operation and Development – Convention on Combating Bribery of Foreign Public Officials in International Business Transactions;
- the Foreign Corrupt Practices Act (FCPA) of the United States of America;
- the UK Bribery Act of the United Kingdom of Great Britain and Northern Ireland and the associated Guidance issued by the British Ministry of Justice;
- Swiss Criminal Code, art. 322-octies to 322-novies;
- Italian Legislative Decree n. 231/2001, which holds companies accountable for acts of corruption committed by their representatives;
- the Italian Penal Code (articles 317 and subsequent articles, article 2635 and 2635bis);
- the Sapin II Law and the French Penal Code;
- the German Criminal Code and the German anti-corruption/bribery law.

The main requirements of anti-bribery and anti-corruption laws are two-fold:

1. **Anti-Bribery Provisions:** Prohibit offering, promising, giving, or receiving directly or indirectly anything of value to/from any government official/entity, person, or commercial entity, knowing that the purpose of this action was to influence any act or decision to assist in obtaining or retaining a business advantage.
2. **Accounting and Recordkeeping Provisions:** Require that all books, records, and accounts include a reasonable amount of detail and accurately and fairly reflect all transactions of Fincons Group. This also includes the maintenance of a system of internal accounting controls sufficient enough to provide reasonable assurance that all transactions are executed in accordance with defined authorizations, proper delegation of authority, in compliance with accounting principles, differences and fluctuations in accounts can be properly followed up on by management, and audits are routinely completed.

06 // Third Parties

Fincons Group cannot avoid liability by using a third party to give or receive a bribe. A third party includes, but is not limited to consultants, agents, representatives, subcontractors, and subadvisors.

The Group must clearly convey to third parties representing the company that it expects them to comply with this Anti-Bribery and Anti-Corruption Policy. All third parties conducting business with, for or on behalf of Fincons Group are required to act with the highest level of business, professional and legal integrity.

Whenever Fincons Group seeks to engage a third party in which the third party may interact with a government official for or on behalf of the Group, the following guidelines apply:

- Due diligence should be performed to ensure that the third party is a bona fide and legitimate entity; is qualified to perform services for which it will be retained; and maintains standards consistent with the legal, regulatory, ethical, and reputational standards of Fincons Group.
- Agreements with third parties must be in writing and should contain provisions related to the following, based on corruption risk present in the third-party relationship:
 - A representation that the third party will remain in compliance with all relevant anti-corruption laws.
 - A provision that requires the third party to respond to reasonable requests for information from Fincons Group regarding the work performed under the agreement and related expenditures by the third party.

The most important steps the Fincons Group can take to protect itself from liability for improper payments made by a third party are to carefully choose its business partners, including agents and consultants, and to be aware of “red flags”.

07 // Red Flags

The following is a list, not exhaustive, of “red flags” that may indicate the possible existence of corrupt practices and should be kept in mind by all those subject to this policy:

- Use of an agent with a poor reputation or with links to a foreign government.
- Unusually large commission payments or commission payments where the agent does not appear to have provided significant services.
- Cash payments, or payments made without a paper trail or without compliance with normal internal controls.
- Unusual bonuses to foreign personnel for which there is little supporting documentation.
- Payments to be made through third party countries or to offshore accounts.
- Private meetings requested by public contractors or companies hoping to tender for contracts.
- Unexplained preferences for certain sub-contractors.
- Invoices rendered or paid in excess of contractual amounts.

08 // Policy Requirements - Specific Rules of Conduct

a) Government Bribery and Commercial Bribery

Fincons Group and its employees are prohibited from giving, promising, offering, or authorizing payment of anything of value to any government official to obtain or retain business, to secure some other improper advantage, or to improperly influence a government official's actions. Additionally, Fincons Group's Board of Directors must also avoid the appearance of improper interactions with government officials. In addition to the prohibitions of bribing government officials discussed above, the Group prohibits employees from offering or providing corrupt payments and other advantages to or accepting the same from private (non-government) persons and entities. Such payments constitute commercial bribery.

b) Facilitation Payments

Fincons Group's prohibition on bribery applies to all improper payments regardless of size or purpose, including "facilitating" (or expediting) payments. Facilitating payments refer to small payments to government officials to expedite or facilitate non-discretionary actions or services, such as obtaining an ordinary license or business permit, processing government papers such as visas, customs clearance, providing telephone, power or water service, or loading or unloading of cargo.

c) Gifts, Meals, Travel and Entertainment

It is never permissible to provide gifts, meals, travel, or entertainment to anyone (government officials or commercial partners) in exchange for any improper favor or benefit.

This policy does not prohibit the provision or receipt of normal and appropriate gifts and/or entertainment to or from third parties on condition that all of the following requirements are met:

- it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favors or benefits;
- it complies with applicable law, including any local requirements;
- it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- it is appropriate in the circumstances. e.g., in Europe and the U.S., it is customary for small gifts to be given at Christmas time;
- taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time;
- it is given/received openly, not secretly;
- it does not jeopardize the reputation or interests of Fincons Group, its employees or customers.

If a Fincons Group's employee receives any gift or entertainment or other benefit that may be deemed to be prohibited, such gift must be immediately returned and the hospitality not accepted. If returning the gift is impractical or undesirable, then it should be handed over to the Supervisory Board for donation or disposal as appropriate. Written communication accompanying returned gifts or rejected hospitality should be sent to the donor explaining the Fincons Group's policy with respect to gifts and hospitality requesting that no such gifts or hospitality be made in the future.

d) Donations

It is never permissible to provide a donation to improperly influence a government official, or in exchange for any improper favor or benefit. Fincons Group employees and directors should be alert to the fact that giving or offering charitable donations or charitable sponsorship with the intention of inducing or rewarding improper conduct in relation to the Group's business is likely to constitute a bribe and is strictly prohibited by Fincons Group.

It may, however, be permissible to make donations directly to a government agency (rather than to an individual government official) as part of a charitable effort. Prior approval of Board of Directors of Fincons Group is required before making such a donation. Fincons Group only makes charitable donations that are legal and ethical under local laws and practices.

e) Hiring or Engaging Government Officials

Fincons Group does not hire or engage a government official, or his or her immediate family members, to improperly influence the official, or in exchange for any improper favor or benefit. In case of hiring a government official (or relative thereof), Fincons Group Human Resources function must first receive legal approval via Board of Directors of Fincons Group.

f) Political Contributions

Fincons Group does not seek to influence the political process by improper or corrupt means. To mitigate this risk, the Group does not contribute any funds or resources towards any political campaign, political party, political candidate or any politically affiliated organization.

09 // Record Keeping

In order to prevent the possibility of bribes and kickbacks being paid or accepted, all Fincons Group business and financial records must fairly and accurately reflect each transaction involving the Group business.

Secret, unrecorded or unreported transactions are prohibited.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness.

No payment can be approved without adequate supporting documentation or made with the understanding that all or part of such payment is or has been used for purposes other than those identified in supporting documents.

No accounts must be kept “off-book” to facilitate or conceal improper payments.

10 // Responsibilities Under the Policy - Reporting Suspected

All directors, officers, employees, consultants and contractors of Fincons Group must read, understand and comply with this policy and the following related documents:

- Fincons Group Code of Conduct;
- Fincons Group Whistleblowing Procedure.

Anyone who breaches this policy will face disciplinary action, which could result in a termination of employment or commercial agreement for gross misconduct.

If any of the recipients of this policy have any suspect of any suspicious internal or third-party bribery or corruption activity or are unsure whether a particular act constitutes bribery or corruption, they must raise their concerns. This can be done contacting the Supervisory Board by the Fincons Group Whistleblowing Procedure (through the following email address: whistleblowing@finconsgroup.com). The Group Whistleblowing Procedure sets out the process that will then be followed and the protections that a Whistle-blower can expect should they raise such a concern or complaint in relation to any actual or suspected breach of this document.

11 // Training and Communication

Fincons Group ensures that all its existing and new employees are made aware of this policy. All existing employees will receive, and are required to attend and complete, all relevant training on how to implement and adhere to this document. Fincons Group's zero-tolerance approach to bribery and corruption is communicated to all suppliers, agents, contractors and business partners at the outset of business relationship with them and as appropriate thereafter.

12 // Monitoring and Review

Fincons Group Legal & Compliance Department will regularly monitor and review the effectiveness and implementation of this policy, always considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures may be subject to regular audits to provide further assurance that they are effective in countering bribery and corruption.



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