

| **Anti-Bribery & Corruption Policy**



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## 1. Introduction

## 1.1 INTRODUCTION

As part of our integrity framework, YourWorld B.V. (“**YourWorld**”) has established an Anti-Bribery and Corruption Policy (the “**Anti Bribery and Corruption Policy**” or the “**Policy**”) that applies to YourWorld and all its subsidiaries within the meaning of Section 2:24a of the Dutch Civil Code (hereinafter referred to as the “**Group**” or the “**Organization**” or the “**YourWorld Entities**”).

At YourWorld we are committed to the highest standards of conduct in everything we do. We will act professionally, fairly, and with the utmost integrity in all business dealings and relationships, wherever we operate.

Bribery and Corruption harm the societies in which these acts are committed. They prevent economic growth and development. Our commitment to the prevention of Bribery and Corruption is not just a policy statement, it is an integral part of our business. Bribery is a criminal offence in every country where we operate. Corrupt practices expose us all to the risk of prosecution, fines, and imprisonment, as well as damaging our reputation. It is therefore imperative that this Policy is adhered to at all times.

We have a zero-tolerance approach towards Corruption and Bribery in any form and will constantly uphold all laws relating to anti-Bribery and Corruption in all countries where we operate. We are committed to implementing and enforcing systems that ensure Bribery and Corruption are prevented.

## 1.2 PURPOSE OF THIS POLICY

The objective of this Policy is to outline YourWorld’s zero-tolerance approach to Bribery and Corruption, create awareness in this respect and provide guidance on how to identify and report any such activity.

The YourWorld Entities and their management are responsible for ensuring compliance with this Policy and must ensure that their own processes and policies are in line with the minimum standards as set out in this Policy.

## 1.3 APPLICABILITY OF THIS POLICY

This Policy is mandatory for all YourWorld Entities. This Policy applies to Employees and representatives of all YourWorld Entities, no matter where they are located. This Policy also applies to officers, trustees, board members or committee members of YourWorld Entities at any level. In addition, this Policy applies to any third party acting on behalf of a YourWorld entity, such as for example sponsors, (sales) agents, contractors, suppliers, distributors, joint venture partners, clients, or consultants and their representatives and officials, no matter where they are located.

This Policy is a further elaboration on what is included in the Code of Conduct in the area of Anti-Bribery and Corruption and is intended to serve as a basis of professional, ethical, and fair behavior. It cannot address every situation, and it is not a substitute for common sense and good judgement, taking into account the best interest of the YourWorld Group. More stringent local laws may apply and of course need to be adhered to. In the event of any perceived conflict between this Policy and local legislation, please report this to your manager or HR.

This Policy is not static. Our operating environment, applicable laws and the managerial best practices may change. This may lead to changes or additions to this Policy. These will be communicated in a timely and appropriate manner.

#### **1.4 SPEAK-UP**

If an employee, contractor, or representative becomes aware of any violation or potential violation of this Policy, they must immediately contact the Misconduct Officer, or report through the Whistleblower Policy of the Group. Concerns can be reported confidentially and without fear of retaliation.

All employees, contractors and representatives are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If they are unsure whether a particular act constitutes Bribery or Corruption, or if they have any other queries or concerns, these should be raised with their manager initially or any of the Confidential Advisors as referred to in the Code of Conduct.

Once Local Management is involved, it shall immediately report all relevant information regarding such incidents to the general manager. Waiver of any provision of this Policy may be granted by the Board, if and to the extent the waiver is not in violation of applicable laws and regulation.

#### **1.5 CONSEQUENCES OF A BREACH OF THIS POLICY**

A violation of this Policy may lead to disciplinary sanctions or, in accordance with the seriousness of the violation and applicable laws, to dismissal, a report to the relevant authorities and/or legal action being initiated. Certain violations may lead to severe penalties under applicable law.

In order to ensure that all risks (including reputational risks) are identified early on and, wherever possible pre-empted, any situations which are or may be in any way harmful to us are considered as compliance incidents.

### **2. Policy Principles**

#### **2.1 GENERAL RULE AND DEFINITIONS**

We prohibit all forms of Bribery or Corruption or to engage in an activity that can be perceived as Bribery or Corruption.

There is no clear definition of Bribery nor Corruption. In general, Bribery means directly or indirectly, offering, promising, giving, paying, soliciting, requesting, agreeing to receive, or accepting a gift, promise, entertainment, service, or anything of value:

- to retain business or an advantage in business;
- to or from a Public Official to obtain or retain business, or an advantage in business, or to induce any other act or omission from such Public Official, regardless of the question whether such official acted in violation of his/her duty; and/or
- to induce a third party to act or refrain from acting, in breach of that person's duties to their employer or principal.

A Public Official includes among others:

- any person who is appointed by the public authorities to perform a function that has a public character to carry out some of the powers of the state or its official agencies;
- any individual that holds a legislative, administrative or judicial position of a foreign, national, local or municipal government, whether elected or appointed;
- government officials, employees of a government or employees of a government owned entity;
- political parties, candidates for public office or a political party, officers or employees of a political party;
- any person acting in an official capacity or exercising a public function for or on behalf of any government or its instrumentality;
- any officer or employee of a public international organization;
- (disciplinary) judges, judges of national and international courts, arbiters and mediators;
- any person that is part of the armed forces of any government or state; and
- employees of state-owned enterprises or state controlled commercial enterprises.

For an act to qualify as Bribery, it is not necessary that the person acts in violation of their duty or act differently than they otherwise would have done.

In general, Corruption means the abuse of power entrusted to someone for private gain. It often relates to conflict-of-interest issues (mixing up personal and business interest). This includes for example Bribery, Extortion, and Improper Influencing, as well as laundering the proceeds of these acts. It does not matter if this involves a Public Official, political figure, or a private person.

If case of uncertainty about whether something is a bribe or a corrupt practice or otherwise is not allowed under this Policy, please contact your manager or any of the Confidential Advisors.

## **2.2 OUR RULES AROUND GIFTS AND HOSPITALITY**

Gifts and hospitality should never influence employee's business decisions or cause others to perceive an improper influence from the YourWorld Group.

Gifts include any payment, gratuity, gratification, present or advantage pecuniary or not, offered, promised, given, or received without any direct or indirect material or immaterial compensation. The promise of a gift also qualifies as a gift.

Hospitality includes all forms of social amenity (such as lunches and dinners), entertainment, travel, or lodging, including an invitation to an event such as a sporting, cultural or business event. The promise of Hospitality also qualifies as Hospitality.

We appreciate that offering and accepting certain Gifts or Hospitality can help build goodwill in business relationships and are considered legitimate to strengthen client relationships.

However, our employees, contractors and representatives should only give or accept Gifts that are in good faith, reasonable and appropriate. It should be transparent and a normal business courtesy. Any

Gifts offered or accepted with an amount above EUR 50 (or a similar value in another currency) should be reported to HR or Local Management. Gifts will be registered in a Gift Register.

For Hospitality, we allow the exchange of normal, reasonable, and bona fide Hospitality such as business lunches, dinners, infrequent social, sport or entertainment events, when reasonably related to a clear business purpose, within the bounds of what is customary, and not excessive in costs.

Our employees, contractors and representatives are not allowed to give or accept Gifts, Hospitality, or anything of value, either directly or indirectly:

- with the intent of obtaining any improper or undue advantage;
- which are reasonably capable of being regarded in any way as a bribe;
- in the form of cash;
- which is indecent or sexually oriented (for example, adult entertainment); or
- that may insult a person's gender, race, national origin, religion, age, disability, identity or reassignment, sexual orientation, or any other protected characteristics.

Our employees, contractors and representatives must take particular care when dealing with Public Officials or PEPs, because Gifts or Hospitality that may be appropriate for non-governmental/non-public clients, may be illegal or unethical when dealing with Public Officials, or PEPs

For example, some governments have rules prohibiting their employees and officials from accepting anything of value from the public, which could even include paying for a single meal. Many authorities set limits for their staff on Gifts and Hospitality of relatively small amounts (e.g. EUR50 or a similar value in another currency). Note that employees and officials of some schools, universities, hospitals, museums, or other government-owned business could be considered Public Officials too.

When in doubt keep in mind that:

- the giving and/or accepting of Gifts or Hospitality should not create a sense of obligation. It is imperative no one feels coerced to perform an act due to the giving and/or accepting of Gifts or Hospitality;
- timing can be of importance, for example during tender processes or just before signing contracts, giving, or accepting Gifts or invitations can become problematic;
- occasions such as anniversaries, birthdays, project completions or social events such as Christmas or New Year can be legitimate occasions for Gifts and Hospitality. However, if there is no obvious reason for the gift, one should be able to explain the occasion/reason for the gift; and
- the giving and/or accepting of Gifts or Hospitality should not create or appear to create a conflict between an someone's personal interests and that of the Group. We expect everyone to be open and honest when the potential for a conflict of interest arises.

Always exercise common sense – would this Gift or Hospitality cause us embarrassment if it were to be reported in the press? Remember, just because a Gift or Hospitality is culturally acceptable in a particular country or in our industry, this does not mean it will be deemed appropriate for our standards.

Note that Gifts from suppliers to the Group in the amount of above EUR 50 (or a similar value in another currency) should be reported to HR or Local Management and in principle arrangements in this respect should be included in the contract with the supplier when structurally.

### **2.3 OUR RULES AROUND FACILITATION PAYMENTS**

Even though in many countries the payment of Facilitation Payments is common and often expected, it is strictly prohibited for us and our employees, contractors, and representatives to make, initiate, accept or receive any Facilitation Payment, either directly or through a third party.

A Facilitation Payment is a small sum of money, unofficially paid to someone as a way of ensuring that they perform their duty, either more promptly or at all. Common examples may be small payments to facilitate or expedite routine government action, such as to an immigration official to speed up customs check or visa application or to other Public Officials or PEPs to obtain a license or business permit.

Legitimate fees available to everybody to expedite a service – such as an official fast track for getting a visa – are not considered Facilitation Payments.

When faced with any request for a Facilitation Payment, please report this to HR of Local Management.

### **2.4 OUR RULES AROUND THE USE OF (SALES) AGENTS AND INTERMEDIARIES**

(Sales) agents and intermediaries are assumed to be working on our behalf and we may be liable for their improper conduct, especially when they act in front of Public Officials or PEPs.

Our relationships with (sales) agents and intermediaries therefore must always be governed by written contracts, which include a commitment to abide by any applicable anti-Corruption laws. We will adhere to an appropriate level of due diligence of the (sales) agents and intermediaries before they act on our behalf.

To ensure adherence to the above procedures and a check for other red flags, contracts with (sales) agents and intermediaries should always be signed off by the Local Management prior to entering into the business relationship with the agent or intermediary.

### **2.5 OUR RULES AROUND POLITICAL INTERACTION AND DONATIONS**

Our employees, contractors or representatives are prohibited from making political donations or otherwise contribute to any political party or candidate, either directly or indirectly, whether in cash, in kind or by any other means, on our behalf, unless Management YO or Management YC has given prior written approval.

Political donations may be perceived as an attempt to gain an improper business advantage. We do not sponsor political meetings, conferences or conventions or sponsor social events at political meetings, conferences, or conventions.

Dealing with Public Officials or PEPs brings a higher risk of Corruption or the perception of Corruption. One should be especially careful when communicating, providing assistance to or hiring Public Officials or PEPs.

## **2.6 OUR RULES AROUND CHARITABLE CONTRIBUTIONS AND SPONSORSHIPS**

Charitable contributions and/or sponsorships must not be made without obtaining written prior approval by the Board.

## **2.7 OUR RULES AROUND LOBBYING**

It is strictly prohibited for our employees, contractors, representatives and other third parties acting on our behalf to lobby unless Local Management has given prior written approval.

Lobbying is any direct or indirect communication with Public Officials, PEPs, political decision-makers or representatives made, managed, or directed for the purposes of influencing public decision-making.

## **2.8 OUR RULES AROUND RECORD KEEPING**

We should keep records that accurately and fairly reflect all transactions.

False, misleading, or other artificial entries are not to be made for any reason, including concealing the purpose or nature of payments, Gifts, or entertainment – whether given or received. Such artificial entries could include the mischaracterization of improper payments, such as commission payments, business development charges or processing fees, as legitimate expenses. An artificial entry could also include subsuming an improper payment within other costs by inflating the amount which is recorded or having no explanation for payments or receipts.

## APPENDIX 1                      Definitions

In this Policy, the following definitions shall apply:

<b>Anti Bribery and Corruption Policy or the “Policy</b>	This Anti Bribery and Corruption Policy
<b>Board</b>	The Board of Your.World B.V.;
<b>Bribery</b>	Any valuable consideration given or promised or offered or received or solicited with a view to corrupting the behavior or decisions of a person or organization or gaining improper advantage or value in the conduct of business. This includes, but is not limited to, transaction involving a Public Official, a family member of a Public Official, or a business partner. Bribery may include but is not limited to cash or equivalent payments, excessive Gifts, travel, entertainment, Hospitality, employment offers, giving preferable treatment and certain contribution or donations;
<b>Corruption</b>	Misuse of official power for private profit or private gain, or attempting to obtain such private profit or private gain by misusing official power;
<b>Extortion</b>	Act of obtaining money, property, services or any other benefit from an individual or organization through coercion, threats, intimidation, misuse of authority;
<b>Facilitation Payments</b>	Unofficial, typically small payments to Public Officials or PEPs intended to expedite or facilitate non-discretionary actions or services, such as obtaining a license or business permit;
<b>Gifts</b>	Gifts include any payment, gratuity, gratification, present or advantage pecuniary or not, offered, promised, given, or received without any direct or indirect material or immaterial compensation. The promise of a gift also qualifies as a gift;
<b>Hospitality</b>	Hospitality includes all forms of social amenity (such as lunches and dinners), entertainment, travel, or lodging, including an invitation to an event such as a sporting, cultural or business event. The promise of Hospitality also qualifies as Hospitality;
<b>Improper influencing</b>	Influencing something to which the company was not clearly or legally entitled to, such as a preferable treatment or the retaining of certain business. Such preferable treatment may include gaining access to tenders or bids, evading taxes or penalties, influencing lawsuits or enforcement actions and avoiding contracts terminations;

<b>Local Management</b>	the board of directors within the Organization where the Employee is employed;
<b>Management YC</b>	the board of directors of Your.Cloud B.V.;
<b>Management YO</b>	the board of directors of Your.Online, or the general managers of the respective segments;
<b>Organization or Group or Your.World Entities</b>	Your.World B.V. and all its subsidiaries within the meaning of Article 2:24a of the Dutch Civil Code;
<b>Politically Exposed Person or PEP</b>	A former Public Official, the immediate family of a Public Official, which includes the Public Official’s parents, siblings, spouse, children and in-laws and close associates. A “close associate” of a Public Official is a person who is widely and publicly known to maintain an unusually close relationship with the Public Official and includes romantic partners;
<b>Public Official</b>	Includes (but is not limited to) any person holding an office or working for or and on behalf of a government entity, or for any public organization, enterprise, or initiative, and also any person performing a public function or providing public services (whether or not actually employed by a governmental entity), and also candidates for such public positions or functions in the public sector.