

ANTI-BRIBERY AND ANTI-CORRUPTION COMPLIANCE POLICY



KEY POINTS TO REMEMBER

- Never offer, promise nor give anything of value in order to influence someone's professional objectivity to Logoplaste's commercial advantage nor allow others to do the same.
- Never request or accept anything of value that might influence your objectivity in doing your job.
- Never offer or give a Facilitating Payment, i.e. small payments to Government Officials to expedite or otherwise influence the performance of routine governmental actions (e.g., obtaining licenses, customs clearance, visas, permits or other needed government actions or documents). If a Government Official requests a Facilitating Payment, you should refuse even if there would be negative business consequences. The only exception to this rule is if there is truly necessary to protect against imminent physical injury or loss of freedom as described in section Anti-Bribery.
- Providing reasonable Gifts, Meals, Travel and Entertainment (collectively "Hospitality") is often an appropriate way to reflect esteem or gratitude or to build a stronger business relationship. Nonetheless, Hospitality to others, and particularly Government Officials, require careful review to ensure that they are consistent with the law and our standards of conduct. This review falls into three broad categories:
 - **Never Permitted:** Regardless of the value, hospitality intended to compromise professional objectivity or appearing lavish beyond what is customary, is always disallowed.
 - **Prior Authorization Required:** Hospitality of significant value or involving specific individuals that could be appropriate but warrants an objective review and authorization by unrelated members of management and Legal.
 - **Prior Authorization Optional:** Hospitality within acceptable limits, where it is highly unlikely to influence objectivity, does not require prior authorization. Still, every individual involved in providing or receiving hospitality is responsible for using good judgment and common sense (including deciding to seek prior authorization or additional validation). These situations are listed in the Definitions (Hospitality for Government Officials and private commercial parties) and do not require prior authorization, but anyone providing or receiving Hospitality is accountable for using good judgment and common sense (including whether to seek prior authorization or otherwise double-check his or her assessment).
- Determining whether someone is a Government Official is usually straightforward, but ambiguities can arise, given the broad definitions enforcement officials might apply. For instance, employees of government-controlled universities and enterprises are likely considered Government Officials under ethics and anti-corruption rules. When in doubt, seek advice from Legal.
- This policy's requirements apply to all hospitality extended on behalf of the Company, whether you seek reimbursement, and also to hospitality received by employees.
- When engaging consultants, lobbyists, or other third parties to interact with Government Officials, ensure their contractual agreement adheres to the same standards as Logoplaste when representing us.
- The Company's books and records must accurately and fairly depict all transactions, including Hospitality and Political and Charitable Contributions.



POLICY STATEMENT

- Logoplaste’s fundamental values - Partnership, Teamwork, Quality, Integrity, Innovation, and Safety – form the cornerstone of our business ethos. We are committed to doing the right thing, the right way.
- Bribery is in direct contradiction to Logoplaste’s fundamental standards of business conduct. It undermines free markets, erodes public trust in business and government, and is universally considered a crime.
- Prosecutions for suspected violations are pursued rigorously, with convictions leading to substantial financial penalties and/or incarceration. Moreover, the adverse publicity and detrimental perceptions associated with a company implicated in corrupt practices can cause significant reputational damage. Gifts and other forms of hospitality are customary business practices; however, they can, in certain circumstances, compromise objectivity. Excessive hospitality can raise doubts about the legitimacy of our conduct. The key lies in adherence to this policy and the judicious use of good judgment and common sense when providing or receiving hospitality.
- Consequently, Logoplaste is fully committed to conducting business with complete transparency and zero tolerance for engaging in or receiving bribes or corrupt payments in any form, whether dealing with public officials or individuals in the private sector.
- We are committed to adhering to the standards outlined in this Policy, which aligns with various anti-corruption laws, including Portugal’s laws implementing the Organisation for Economic Co-operation and Development (OECD) Convention on Combating Bribery of Foreign Public Officials, the Foreign Corrupt Practices Act (FCPA), and the applicable Anti-Corruption and Anti-Money Laundering laws of the countries where we operate.
- Where local laws impose stricter requirements than this Policy, we will comply with those laws. Conversely, where they are less stringent, we will adhere to this Policy. Logoplaste competes fairly and on the merits of our products and services.
- As a rule of thumb remember: if something could be perceived as improper it is generally best not to engage in that conduct. When in doubt always contact the Logoplaste Global Compliance Officer: compliance@logoplaste.com.



PURPOSE

- This Policy delineates guidelines to aid in the prevention and detection of all forms of bribery and corruption. The fundamental purpose is to ensure that Logoplaste conducts its business operations in alignment with our Code of Conduct and in strict compliance with pertinent local, national, and international anti-bribery and anti-corruption standards and legislation.
- Corruption encompasses more than bribery; it includes any form of unethical behavior, misuse of entrusted power for personal gain, and bestowing an undue advantage upon someone.
- Logoplaste maintains a zero-tolerance stance towards all forms of bribery, encompassing both domestic and foreign government officials, as well as individuals in the private sector. This includes the prohibition of offering, promising, authorizing, or providing anything of value to any customer, business partner, vendor, or other third party with the intention of inducing or rewarding improper performance of an activity related to our business. Any violation of this Policy may constitute a valid basis for disciplinary action, potentially leading to termination of employment.
- This Policy offers information and guidance on recognizing and steering clear of potential instances of bribery and corruption.
- For any questions or concerns regarding this Policy or the applicable anti-bribery laws in general, please reach out to the Global Compliance Officer (GCO) at compliance@logoplaste.com.



SCOPE

- Every Logoplaste employee is obligated to familiarize themselves with this Policy and ensure its full compliance in their professional conduct.



DEFINITIONS

- **Bribery:** offering, promising, giving, requesting or accepting anything of value in order to influence someone's actions in his or her official capacity – whether in government, another company or individually – for business benefit. Doing the same indirectly through intermediaries also is bribery, as is rewarding conduct that is illegal or that breaches the duty of trust.
- **Company or Logoplaste:** Mar Bidco, Sàrl and its direct and indirect subsidiaries.
- **Charitable Contribution:** a monetary or in-kind donation, including corporate sponsorships, to not-for-profit organizations.
- **Facilitating Payment:** a small payment, whether cash or in kind, to a Government Official to expedite or otherwise influence action that the Government Official should routinely take (e.g., providing physical security or police protection or issuing a visa after all requirements have been met).
- **Government Official:** any officer, employee of or person acting on behalf of (i) a government, its department, agency or Government Instrumentality or (ii) a Public International Organization. The term also includes political party officials and candidates for political office as well as employees of a public international organization and any member of a royal family or equivalent. Common sense dictates that reasonable interactions with certain Government Officials, such as professors at public universities, are appropriate. Therefore, the definition of Gifts to and Entertainment of Government Officials provides that prior authorization process in certain instances is optional. Despite an individual may not be classified as an "official" under the local law, he / she may still be considered government official under the FCPA, UKBA or other laws. If you are not sure whether someone is a Government Official, consult the Global Compliance Officer.
- **Hospitality:** gifts, meals, travel, lodging, entertainment, and other favours, of any monetary or in-kind value, that you offer or receive in connection with your job.
- **Lobbying:** direct or indirect communications with Government Officials to influence policies, laws, programs, positions or policy related actions or other official acts.
- **Political Contributions:** payments or in-kind contributions to a candidate for public office, to a political party, to a political committee or a ballot initiative committee. This definition includes purchasing tickets to political fund-raising events, such as dinners, golf outings, etc.
- **Gifts to and Entertainment of Government Officials:**

Except as indicated below, obtain authorization in writing from the Global Compliance Officer before offering or giving Hospitality to a Government Official. If the value of the proposed Hospitality together with the value of all other Hospitality given to the same Government Official in one calendar year exceeds US \$250, the request will not receive authorization unless there is an exceptional circumstance.

The Global Compliance Officer has determined that the prior authorization of Hospitality to Government Officials is not necessary in the following circumstances, provided you use good judgment and common sense and honour all other requirements of these principles and practices and unless the Global Compliance Officer advises otherwise:

- **De minimis Gifts.** (i) token items or souvenirs; (ii) candy, beverages or fruit for personal consumption; and (iii) flowers or gift baskets given on traditional occasions. You must report all such Gifts (see section Accurate Records, Reporting & Accounting).

- **De minimis Entertainment.** Reasonable and customary Entertainment, such as coffee or reasonable meal or transportation charges, if (i) the per person value does not exceed US \$150 and (ii) there isn't a local Logoplaste Policy determining a lower amount. You must report all such Entertainment other than Entertainment that takes place at Logoplaste premises (see section Accurate Records, Reporting & Accounting).
- **Dual roles.** Sometimes we interact with someone as a Private Individual who is also a Government Official under this Policy, e.g.:
 - a manager of a private retail chain, who is a member of the country's armed forces, participating in a business dinner that the Company hosts;
 - a Company employee's family member, who is a customs officer, participating in the Company's employee/family picnic;
 - a Company employee, who serves as a nonexecutive director in a state-owned enterprise or teaches at a state University;
 - a consultant, who also works as a part-time adviser to a government agency, attending a business lunch that the Company hosts;
- **Hospitality Involving Private Individuals:** Hospitality to or from anyone who is not a Government Official, i.e. a Private Individual, requires additional review and written authorization by the Global Compliance Officer if the value of the Hospitality exceeds US \$125. Hospitality under US\$125 to or from Private Individuals must comply with this Policy but does not require additional review and authorization.



STATEMENTS & GUIDING PRINCIPLES

ANTI-BRIBERY

Logoplaste is committed to maintaining the highest levels of integrity and professionalism in all its dealings. Any form of bribery or kickback is strictly prohibited, whether it involves government entities, commercial parties, or any other individuals or organizations. This commitment to ethical conduct is essential to the integrity of our business operations, and it is crucial for avoiding penalties and fines.

Bribery, as defined by this policy, extends beyond cash payments. It can also include any item or action of value that could potentially influence another party's decisions or actions. This includes stock options, favourable contracts, cash equivalents, sponsorships, donations, lavish gifts, or any other form of inducement.

Business courtesies are often an area of concern as they could potentially be construed as bribes. As such, we must be extremely mindful of the value, nature, and rationale behind any business courtesy.

This policy outlines the expected behaviour of all Logoplaste's employees:

MUST

- Continually promote a culture of zero tolerance towards bribery and corruption, both internally and externally. This includes not accepting, offering, or soliciting any payment or favour that could influence our business.
- Immediately report any request, suggestion, or action that potentially contravenes this policy.
- Conduct comprehensive due diligence on key third parties before engaging with them or entering into negotiations. This is to ensure that we only associate with reputable parties. (Refer to our Third-Party Evaluation Procedure on the intranet.).

MUST NOT

- Offer or give bribes to any government official or other individual / third party;
- Request or receive bribes from any other party;
- Employees must be diligent when identifying potential risk situations, being alert if red flags are identified, such as the following:
 - Business in countries ranking poorly in global corruption indexes;
 - Request of cash payments instead of bank transactions;
 - Request of off-shore payments;
 - Request of excessive commissions or non-market value;
 - Request of expenses reimbursements with poor supporting evidences;
 - Request of political / charitable contributions;
 - Known relationship between a third party and public officials;
 - Any history of non-compliances of any policy, either Logoplaste's or other party.
- Any suspicion or knowledge of bribery, improper advantage, or facilitation payment must be immediately reported to the Global Compliance Officer or through one of Logoplaste's grievance channels (see Employee Grievance Policy).

There is only one exception to this policy: if an employee faces an imminent threat to personal health, safety, or welfare, or to a member of their family or a coworker. If a bribe is the only means to evade such harm, it is permissible. However, any such incidents must be immediately reported to the Global Compliance Officer once the threat has passed.

While the FCPA states that "payments made in response to imminent threats to health and safety do not violate the law", the DOJ and SEC interpret this exception narrowly. If goods are being held at customs until a bribe is paid, this does not constitute extortion.

*A rule of thumb for all forms of economic coercion:
If you can safely walk away, it isn't extortion.*

RELATIONS WITH GOVERNMENT OFFICIALS

As representatives of Logoplaste, our employees are often in contact with government officials, legislators, and regulators across various formal and informal contexts. These interactions may include formal correspondences, social contacts, electronic communications, and written communications. It is of utmost importance that these actions are guided by the highest standards of integrity, transparency, and compliance with both local and international laws.

Our policy details the following requirements when interacting with these entities:

- **Transparency and Respect:** All engagements must be conducted in a transparent and respectful manner, reflecting Logoplaste's commitment to the principles of honesty and integrity. This includes openly communicating the purpose and context of interactions.
- **Accuracy of Information:** The information provided to government officials, legislators, and regulators must be accurate, comprehensive, and reliable. Any uncertainty or lack of clarity must be openly acknowledged, and steps must be taken to rectify such situations promptly.
- **Non-Interference with Authorized Investigations:** No obstruction, interference, or hindrance should be caused to authorized investigators carrying out their duties. This includes activities like collecting information, records, or data. We must provide full cooperation and assistance to facilitate their work.

- **Compliance with Laws and Regulations:** All actions must be in strict compliance with applicable local and international laws. This extends to understanding and respecting the norms, conventions, and ethical standards that these officials are bound by in their professional capacity.
- **Documentation and Record-Keeping:** All interactions and correspondences should be adequately documented, and relevant records should be maintained as per our record-keeping policy. These records are essential for internal reviews and audits and for demonstrating compliance with our ethical standards and legal obligations.

POLITICAL ACTIVITIES & POLITICAL DONATIONS

Logoplaste stands firm in its prohibition of political contributions to parties or candidates.

It is imperative that:

- Any political contribution made by employees must be strictly personal and not connected to Logoplaste in any way;
- Employees' personal political affiliations or contributions must not impact their objective performance or decision-making within Logoplaste.

HOSPITALITY - GIFTS, MEALS, TRAVEL AND ENTERTAINMENT

The provision or acceptance of gifts, meals, travel, or entertainment (collectively referred to as "Hospitality") with the intention to improperly sway external decisions affecting business operations is expressly prohibited at Logoplaste.

Hospitality offerings must adhere to our Business Expenses Policy and should only be extended to stakeholders (e.g., clients, suppliers, agents, consultants, subcontractors, and other private sector parties) if they are of modest value and do not jeopardize, or appear to jeopardize, the recipient's integrity or objectivity. Moderate and proportionate client hospitality (meals and entertainment) is generally acceptable.

In interactions with Government Officials, heightened care and consideration are necessary. Many anti-corruption laws place strict prohibitions or limits on providing gifts, hospitality, or other items of value to these individuals, regardless of the item's value. Consequently, offering anything of value to government officials or their relatives (spouses and other family members) is usually not advised.

If it becomes necessary to offer a gift, hospitality, or other items of value to government officials, employees must ensure that it:

- directly relates to Logoplaste's business and is of reasonable value (if hospitality);
- is of insignificant value and not lavish (if a gift or favour);
- is allowed under applicable local law and any regulations that may apply to them or the government official;
- is given openly and transparently;
- is not given frequently; and
- could not in any way constitute or be considered as a bribe or improper payment.

In particular, gifts and other hospitality to Government Officials must be recorded in the company accounts.

ACCURATE RECORDS, REPORTING & ACCOUNTING

Logoplaste's financial reports provide valuable information for the business, transparency and evidence of our actions, decisions and obligations. Any failure to record the transactions accurately could lead to fraud and result in fines or penalties for employees. This Policy determines what employees must do to ensure the accuracy of our business records and financial information.

MUST

- Record all transactions accurately and completely; including any Gifts;
- Only perform transactions, such as buying, selling or transferring goods / assets, for which they are authorized;
- Ensure the documentation they manage is valid;
- Notify the Global Compliance Officer if you become aware of any potential fraud or if facilitation payments have been requested or paid;
- Retain records that may be relevant to any ongoing audit, litigation or regulatory investigation, even if they exceed the normal retention period;
- Be aware of any specific anti-corruption compliance information and processes relevant to your work.

MUST NOT

- Do anything to inflate or shift sales or profit between reporting periods
- Create, maintain or procure others to produce or maintain undisclosed or unrecorded accounts or assets;
- Conceal, alter or falsify company records, accounts and documents.



What if someone from the management team asks you to falsify a record or do something you know is wrong?

You have a responsibility to be honest and accurate. No one within the Group at any level has the authority to make you do something illegal or unethical. If you feel pressured to do otherwise, contact the Global Compliance Officer or one of the available grievance channels to share your concerns. If you are ever uncomfortable or unsure about using such channels, seek help or guidance from your local HR representative.

THIRD PARTIES

Generally, anti-bribery laws prohibit corrupt payments made directly by Logoplaste employees or indirectly through an agent, consultant, distributor or any other third-party representative acting for or on behalf of Logoplaste. This includes subcontractors or consultants hired by third parties to perform work on behalf of Logoplaste. Any third parties that act on the Company's behalf must operate at all times in accordance with this Policy.

Global Compliance Officer should assist in conducting appropriate due diligence consistent with the Group’s Policy on Agents and drafting and reviewing all third-party agreements involving interactions with government agencies or officials.

Logoplaste must take reasonable precautions to ensure that Third Party Intermediaries comply with this Policy.

In all joint venture agreements, investment activities, and when engaging a Third Party Intermediary that is likely to deal with Government Officials, contact the Global Compliance Officer to conduct appropriate due diligence and review and approve such third party agreements to ensure compliance with special anti-corruption due diligence and contractual requirements that apply.



If one of our agents offers a bribe to one of our customer’s buying managers without our knowledge, can the Group be held responsible?

Yes, our Group can be held liable for any bribes offered by third parties acting on our behalf – whether they act with our knowledge or not. That is why it is critical that we take steps to know the third parties who work on our behalf, i.e. conduct and record appropriate due diligence, and to be confident that their business practices and relationships are transparent and ethical. Refer to the Group’s Policy on Agents for assistance in understanding and conducting the necessary due diligence.



TRAINING

Logoplaste has devised a comprehensive training plan dedicated to imparting crucial knowledge about bribery and corruption to all its managers and employees.

Mandatory annual anti-bribery training is required for all managers, employees, and agents to ensure that they remain informed and vigilant about anti-bribery practices. Furthermore, all third parties representing Logoplaste are required to sign a written acknowledgment, demonstrating their understanding and commitment to adhering to this policy.

The responsibility of designing and supervising adherence to Logoplaste’s training requirements falls under the purview of the Compliance Officer. It is essential to maintain detailed records of all training sessions conducted under this policy, including the list of participants and dates of training.

For more information on applicable training, contact your Global Compliance Officer (compliance@logoplaste.com).



RELATED POLICIES OR GUIDELINES

- Code of Conduct
- Employee Grievance Policy
- Third Party Evaluation Process
- Business Expenses Policy

Gerardo Chiaia
Logoplaste Chief Executive Officer



Reviewed 31st August 2023 (V3)
The next review is planned for 2024, sooner if the need arises