

**TO: COUNTERPARTIES**

## **Infinity Power**

# **Anti-Bribery and Corruption Policy for counterparties**

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Table of Contents

1. Policy statement.....	3
2. What are bribery and corruption? .....	4
3. What do we expect from third parties? .....	4
3. When are facilitation payments acceptable? .....	5
4. When are donations acceptable? .....	5
5. When are gifts and hospitality acceptable? .....	6

This policy applies to any person acting for or on behalf of Infinity Power Holdings B.V. (**Infinity Power**) or its affiliates (all together the **IPH Group**) and any arrangement between a member of the IPH Group and a third party.

In this document **third party** means any individual or organisation we deal with, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, joint venture partners, consortium members, co-shareholders, contractors, subcontractors, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

## 1. Policy statement

- 1.1. It is our policy to conduct all of our business in an honest and ethical manner, in compliance with applicable laws.
- 1.2. We are committed to acting with integrity in all our business dealings and relationships wherever we operate. We will not knowingly conduct business with entities or individuals we believe to be engaged in illegal conduct or which may have a negative impact on our reputation or regulatory relationships.
- 1.3. It is a criminal offence to offer, promise, give, request, or accept a bribe. Individuals found guilty can be punished by up to ten years' imprisonment and/or a fine. As an employer if we fail to prevent bribery, we can face an unlimited fine, exclusion from tendering for public contracts, and irreparable damage to our reputation. We take a zero-tolerance approach to all instances of bribery and corruption.
- 1.4. We will uphold all laws relevant to countering money laundering and terrorist financing in all the jurisdictions in which we operate. In order to ensure compliance with applicable laws, we require all employees (including persons engaged on a temporary, part-time or consultancy basis) and each of the IPH Group subsidiaries, irrespective of their domicile, to comply with the requirements of the applicable legislation in their jurisdiction. However, where the local law is less stringent than in the UK, the requirements of the legislation applicable in the UK and this policy shall become the relevant standard. The requirements of this policy are therefore based on the legal and regulatory framework applicable in the UK to prevent bribery and corruption.
- 1.5. We expect any third party acting for us or on our behalf to comply with this policy. Any breach of this policy may give rise to the right to terminate any contract or other arrangement that we have with you.

## 2. What are bribery and corruption?

- 2.1 **Bribery** is offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage.
- 2.2 An **advantage** includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value.
- 2.3 A person acts **improperly** where they act illegally, unethically, contrary to an expectation of good faith or impartiality, in a manner differently than what would be reasonably expected of a person in that position, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind.
- 2.4 **Corruption** is the abuse of entrusted power or position for a gain.

## 3. What do we expect from third parties?

- 3.1 Any third party working for or on behalf of Infinity Power, any of our project companies or any other entity in the IPH Group are responsible for preventing, detecting and reporting any instances of bribery and other forms of corruption.
- 3.2 You are required to avoid any activity that might lead to, or suggest, a breach of this policy. In particular, you are **prohibited** from:
  - a) giving, promising to give, or offering, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
  - b) giving or accepting a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
  - c) accepting a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that we will provide a business advantage for them or anyone else in return;
  - d) accepting hospitality from a third party that is unduly lavish or extravagant under the circumstances;
  - e) offering or accepting a gift, hospitality or entertainment to or from government officials or representatives, or politicians or political parties, without the prior written approval of the IPH Chief Legal Officer;
  - f) threatening or retaliating against another worker who has refused to commit a bribery offence or who has raised concerns under this policy; or

- g) engaging in any other activity that might lead to a breach of this policy.
- 3.3 You must ensure that you have adequate procedures in place in your organisation to ensure that no bribery or corruption takes place when you are carrying out activities for or on Infinity Power's behalf, or in which Infinity Power may be implicated. This includes, but is not limited to, maintaining detailed records of any gifts and hospitality provided on behalf of or to Infinity Power, and maintaining accurate and complete financial and compliance records.
- 3.4 If you believe or suspect that a bribe or any form of corruption has occurred or may occur in the future, you must notify the IPH Group Chief Legal Officer as soon as possible, who can be contacted via [compliance@weareinfinitypower.com](mailto:compliance@weareinfinitypower.com).

## 4. When are facilitation payments acceptable?

- 5.1 Infinity Power does not make, and will not accept, facilitation payments of any kind, nor does Infinity Power permit third parties with whom it deals to make or accept such payments on Infinity Power's behalf.
- 5.2 Facilitation payments, also known as "kickbacks", "back-handers" or "grease payments", are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example by a government official).
- 5.3 Kickbacks are typically payments made in return for a business favour or advantage.
- 5.4 You must avoid any activity that might lead to a facilitation payment being made or accepted by us or on our behalf, or that might suggest that such a payment will be made or accepted. If you are asked to make a payment on our behalf, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with the IPH Group Chief Legal Officer, who can be contacted via [compliance@weareinfinitypower.com](mailto:compliance@weareinfinitypower.com).

## 5. When are donations acceptable?

- 5.1. We do not make contributions to political parties.
- 5.2. We do not make charitable donations other than those formally approved by the IPH Group as part of its environmental and social strategy, approved diversity, equity and inclusion projects or approved corporate social responsibility programs.

## **6. When are gifts and hospitality acceptable?**

- 6.1. Gifts include any item of value provided to a third party or its employees, or received from a third party or its employees, by Infinity Power. Hospitality includes any business entertaining, such as travel, accommodation, meals and invitations to events given to Infinity Power by a third party or its employees or given by Infinity Power to a third party or its employees.
- 6.2. Infinity Power allows reasonable and appropriate gifts or hospitality to be given to or received from third parties for the purposes of establishing or maintaining good business relationships, enhancing or maintaining our image or reputation, or marketing or presenting our products and/or services effectively. Infinity Power and its employees must decline unreasonable or inappropriate gifts or hospitality.
- 6.3. Infinity Power has strict procedures in place to ensure that gifts and hospitality given or received are assessed for appropriateness, properly approved where required, and recorded in our gifts and hospitality records.
- 6.4. Infinity Power does not permit those carrying out activities for or on Infinity Power's behalf to give to or receive from other third parties any unreasonable, inappropriate, excessive and/or disproportionate gifts or hospitality in connection with those activities. You must decline such gifts or hospitality.
- 6.5. Infinity Power will not require third parties to give gifts or provide hospitality on its behalf unless there is a written contract in place and such gifts and hospitality have been approved by Infinity Power.