



 **Strukton**  
**All Right**  
Anti-Corruption Policy

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- Strukton does business honestly, free of corruption. We do not give or accept anything of value with the intent to encourage inappropriate behaviour or to gain an inappropriate advantage.
- Corruption can be camouflaged in various ways, such as hiding behind commissions, royalties, consultancy fees, marketing costs, travel and accommodation expenses, inflated invoices, discounts, and free goods. Payments can be made directly or through third parties.
- Anyone who succumbs to corruption, even indirectly or through third parties, is at risk of dismissal, termination of the business relationship with Strukton, high fines, and even imprisonment.
- Corruption is prohibited, regardless of who is involved, be it private individuals, civil servants, foundations, or companies. Extra care must be taken with civil servants and state-owned companies.
- We make sure that third parties who provide services to us or act on behalf of our company do not engage in corruption.
- We act completely transparently in respect of sponsorship and charitable donations. Everything is registered openly and honestly in the books.
- Donations to politicians or political parties are incompatible with Strukton's policy.
- Our entire administration must be factually correct and sufficiently detailed, without any false, fictitious, or misleading information.
- In a nutshell: Strukton prohibits the payment of bribes, and has zero tolerance for corruption.

If in doubt, contact your immediate manager or the compliance officer. Don't stay silent if you have suspicions of corruption; speak out. If you suspect corruption, you must report it in accordance with the Reporting Procedure.

# 1

## The reason for this policy

**Strukton has zero tolerance when it comes to corruption, because corruption is against everything we stand for.**

Our success is not just due to our core competencies in carrying out our work; it is built on our reputation, integrity, and ethical conduct. Doing business with integrity is a core value in all our business units. In other words, Strukton does not tolerate corruption.

Sometimes we operate in markets where doing business with integrity can be challenging, especially if our competitors do not comply with the same ethical standards as we do. Nevertheless, Strukton always does the right thing and acts in the right way, irrespective of the location.

It's essential that everyone who works for Strukton supports Strukton's standards and values. If employees or other representatives of Strukton do not comply with the rules, they expose both

themselves and Strukton to considerable risks, including criminal prosecution and high fines. In addition, Strukton could suffer reputational damage and loss of turnover, and individuals could receive prison sentences.

In this policy, we explain how we do business and provide you with specific guidelines for avoiding, preventing, and reporting corruption. This policy is part of Strukton's Code of Conduct. If, after reading this policy carefully, you have any questions, please put them to your immediate supervisor or compliance officer.

If we work on this together, we can make sure that Strukton continues to enhance its good reputation for many years to come.

## ② Our standards regarding corruption

- **Strukton acts with integrity, and has zero tolerance for corruption.**
- **Strukton will never give or accept anything of value if the intention is to encourage inappropriate behaviour or gain an inappropriate advantage.**



### 2.1 What is corruption?

Corruption refers to a wide range of dishonest practices in which something of value is promised or given to a person, with the intention of causing that person to betray a position of trust (enabling them to gain an inappropriate advantage).

The core elements of corruption:

#### > **Corrupt payment**

Our policy prohibits us from making corrupt payments to any private or public entity or individual, including an officer, employee, or representative of any company or government. In the same way, our policy prohibits us from being the person or entity that accepts a corrupt payment.

#### > **Something of value**

Cash isn't the only driver of corruption. It encompasses giving or accepting any benefit, for example a job for a family member, an assignment, an upgrade of an airline ticket, valuables, gifts, or invitations.

#### > **Giving or accepting**

The prohibition applies to both giving and accepting anything of value in exchange for an inappropriate advantage.

#### > **Inappropriate advantage or behaviour**

Giving or accepting anything of value is prohibited if the intention is to persuade a person with the power to make decisions to act dishonestly or neglect a duty (for example, by approving a false document), or to grant an advantage to the giver who has no clear right to it (for example, a permit for which the conditions have

not been met). The recipient betrays the position of trust (for example, a civil servant who is supposed to serve the government, or a purchasing manager who is supposed to serve the employer; but not their own financial position.

### > **Bribes**

Our policy prohibits giving bribes indirectly, for example through third parties (local representatives, business partners, consultants, etc.).

## 2.2 Political donations, sponsorship, and gifts to charities

Charitable donations and sponsorships are not necessarily a problem, but they are considered corruption if they're misused to disguise bribes and other unfair practices. A particular risk arises when we make donations to politicians or

political entities, because such donations are often used as a cover for paying bribes to government officials.

### Test yourself

How would you feel if tomorrow's newspaper reported what you had been up to?

If something doesn't feel right, it probably isn't.

As a company, we sometimes sponsor or organize events. This could be inspired by our social responsibility, or for promotional purposes or networking. We have to pay close attention to being transparent and respecting the following rules:

- Check if there are any restrictions under local laws.
- Make sure you have received written

permission beforehand from your statutory director.

- Give directly to the recipients, never through third parties such as agents, consultants, or representatives.
- Avoid giving money or cash equivalents if at all possible, it's better to donate goods or services.
- Be responsible and professional; ask yourself the following:
  - > Does the charity or sponsorship respect local norms, values, customs, and cultural sensitivities?
  - > Is it reasonable and appropriate in the circumstances? (Think about the timing: never during negotiations - think about the recipients: individuals or institutions?)
  - > Could a donation or sponsorship damage our good reputation if everything is transparently publicized? (Think about

the family ties of the recipients.)

> Could it harm Strukton elsewhere in the world)?

It's essential to avoid even giving an impression that Strukton uses sponsorship and donations for the wrong purposes. For this reason:

- Make sure Strukton doesn't get anything back in exchange for a donation (what we actually want from sponsorships is publicity).
- Never make a donation or sponsor anything to 'reward' a customer, individual, or organization.
- Be extra wary if you're asked for a sponsorship or donation that is in any way related to a business transaction, permit, negotiation or similar; we must avoid corruption at all times!

Detailed guidelines on giving and accepting gifts and invitations can be found in our gifts and invitations policy, part of Strukton's Code of Conduct.

### 2.3 Grease payment

A grease payment is a small amount paid to a government official to kickstart a routine procedure or do something, or do it more quickly, to which Strukton was already entitled. Strukton strictly prohibits grease payments. You must not pay a government official anything, not even an insignificant amount, to persuade them to issue a permit or visa more quickly than would otherwise be the case.

# ③ What happens if corruption is detected?

## 3.1 The consequences of corruption

In most countries, corruption is strictly prohibited by law. The authorities show no leniency in detecting and punishing it, and those who engage in corruption are given high fines, or in some cases lengthy prison sentences. Companies run the risk of criminal prosecution, heavy fines, damage to their reputation, and loss of turnover if their employees or business partners are found to have engaged in corruption, if they have supported such conduct, or even if they have merely turned a blind eye to such practices.

For this reason, Strukton does not hesitate to act decisively if employees or business partners do not comply with our rules regarding corruption. In the case of employees, this can range from disciplinary measures to reclaiming

bonuses and the entire damage, including dismissal. In the case of business partners, we terminate our relationship with those who do not act in accordance with our standards.

If you suspect corruption, you must report it in accordance with Strukton's Reporting Procedure. If you fail to do so, you allow it to continue and do not give Strukton an opportunity to take action. You can therefore expect disciplinary measures in such circumstances.

## 3.2 Who does this anti-corruption policy apply to?

This policy applies to everyone who works for Strukton or on behalf of Strukton, regardless of their position or role, and regardless of whether you are employed by Strukton, are seconded or a temporary

worker, act as a third party on behalf of Strukton, or work for us as a volunteer. Everyone at Strukton must comply with these rules.





# ④ Third parties, intermediaries and affiliated persons

## 4.1 Our basic standards

- We must make sure that third parties who provide services to us or act on behalf of our company do not engage in corruption.
- Before we do business with an external party, we must conduct a risk analysis.
- In our dealings with external parties, we have a duty to inform them of our anti-corruption policies and to make sure they adhere to our standards.

## 4.2 Our external partners must adhere to Strukton's standards

Strukton sometimes works with local intermediaries, business partners, or other external parties who represent us or act on our behalf. The nature of our relationships with third parties vary significantly. In some relationships, the

risk of corruption is more acute. For example, there is a higher risk with third parties who do business on our behalf with government officials, and with third parties who operate on our behalf in countries where corruption is more widespread. We're responsible for taking this into account when we select external parties to do business with, and to closely monitor their actions for the entire time they are working for us.

A description of the procedures we follow to reduce the risk associated with collaboration with third parties is set out below. If you interact with external parties that provide services to us or act on our behalf, contact your compliance officer if you need more specific support.

### **Risk analysis and due diligence**

Before doing business with an external

party, you must always assess the risk of corruption based on various factors. These include the role of the external party, the market and the industry in which it operates or will operate, our previous experiences with this party, and the nature of the assignment. If the risk as a result of this screening is low, we can do business with this external party.

If the risk as a result of this screening is high, we cannot enter into a relationship with the external party. If the risk as a result of this screening turns out to be above average, conduct a full risk-based due diligence investigation into the third party's background, activities, and reputation. You and management jointly decide the measures necessary to reduce the risk of corruption. To make sure that you make an informed decision, this process must be completed

in collaboration with the appropriate compliance officer before we enter into a relationship with the third party in question.

### **Dealing with external parties**

When dealing with third parties, you must always make sure that all agreements are properly recorded and that you communicate clearly. Your obligations:

- make sure that all agreements with external parties are recorded in writing;
- make sure that the nature of the relationship and the payment obligations are clear, reasonable, in line with market norms, and in accordance with Strukton's Code of Conduct;
- provide the external party with a copy of the CSR Principles of Conduct for suppliers
- confirm in writing that the external party

will comply with the CSR Principles of Conduct for suppliers;

- include a clause in contracts and agreements with third parties that permits us to terminate the contract or agreement without compensation if our anti-corruption standards are not respected;
- make sure that Strukton templates are used in all contracts and agreements. These templates are supplied and checked by the lawyers of the appropriate business unit.

### **Permanent supervision of relationships**

It is our duty to make sure that our business relationships with third parties respect our integrity standards.

- The key activities and contacts must be properly registered, including payments to and from third parties. We do not accept payment in cash or

cash equivalents. We do not make cash payments or payments to bank accounts in tax havens or countries other than where the agreement or contract is implemented. This protects Strukton from being a party to money laundering.

- We avoid even giving an impression of unfair practices at all times.

### **Be alert and report red flags**

When dealing with third parties, we must be alert and immediately contact our managers or compliance officer within our business unit if we suspect that an external party is involved in corruption.

Some red flags:

- Requests for commissions, provisions or large advance payments
- Requests to remain anonymous or conceal an identity
- Requests for false statements

- Offering unreasonably high discounts
- 'Consultancy agreements' with third parties with a vague description of tasks
- Requests for cash payment or transfer to an offshore bank account, or partial payments to various companies/ individuals
- External consultants who are active in a different field or sector than the one for which they were previously hired

# 5 Administration and registration

## 5.1 Our basic standards

- Strukton's administration must be sufficiently detailed, and give a complete, accurate picture of all transactions and other business agreements.

our accounting and administration are completely credible and reliable.

The same rules apply to the gifts register, in which we register all eligible gifts received or given to others in accordance with Strukton's Code of Conduct.

## 5.2 Transparency

To comply with our integrity standards, our administration must be in order. That means that we must make sure that all correspondence, memos, accounts, files, documents, presentations, and books are sufficiently detailed, and give an accurate and credible picture of the state of affairs.

To safeguard this, we have a strict internal accounting control system, and we ask all employees, agents and representatives, without exception, to make sure that

## 6 If questions or problems arise

If you have any questions, doubts, or concerns regarding this policy, or if you come across any red flags or suspicious behaviour that may indicate a violation of this policy, we urge you to contact your immediate supervisor or the appropriate compliance officer or compliance coordinator. The contact details of the compliance officers can be found on the intranet. Employees who report suspicions of abuse in good faith are supported, even if their suspicions turn out to be unfounded. In accordance with the Reporting Procedure, part of Strukton's Code of Conduct, your report will be treated confidentially and followed up appropriately.

More information and help can be found on the intranet. In particular, refer to:

- > Code of Conduct on Doing Business with Integrity, including underlying documents
- > GIZ [3] – Gifts and Invitations Policy
- > GIZ [7] – Strukton's Reporting Procedure



## Definitions

### > **Compliance officer / compliance coordinator**

An employee of the Strukton Compliance organization as described in Strukton's Code of Conduct.

### > **Corruption**

Corruption refers to a wide range of dishonest practices in which something of value is promised or given to one or more individuals, with the intention of causing the individual or individuals to betray a position of trust (enabling them to gain an inappropriate advantage).

### > **Code of conduct**

The Code of Conduct on Doing Business with Integrity, drawn up by Strukton Groep NV, setting out the general policy of the Strukton Groep with regard to integrity in doing business, including the policy documents and other documentation referred to in the Code of Conduct.

### > **Cash equivalents**

All means of payment and equivalents such as cheques, gift vouchers, gold coins, stamps, etc.

### > **Gift**

A physical item offered without payment by or to a person or entity with whom Strukton has an existing or potential business relationship. To be clear: a ticket to an event at which the giver is not present is considered a gift. Non-physical benefits for which no payment is made are also considered gifts (such as an internship at the request of someone else).

### > **Employee**

Strukton staff, directors and officers at all levels, as well as all seconded staff, temporary workers, volunteers, trainees, and contractors.

### > **Government official**

Someone who works in an official capacity for or on behalf of a government entity, government agency, international government organization with government members, or a political party, or a party member or political election candidate. This category also includes consultants with government functions, employees of public companies, members of the governing bodies of political parties, general members and their employees, as well as their first-degree relatives (parents,

spouses, children, in-laws, brothers and sisters) and other individuals to whom the government official provides material support.

**> Promotional item**

An item of modest value (such as a company pen) with the logo of Strukton or another company.

**> Relevant person**

A person who is closely associated with a Strukton employee, including parents, spouses, children, in-laws, brothers and sisters, and other persons to whom the employee provides material support.

**> Bribes**

A form of corruption in which direct or indirect payments in the form of money or valuables are offered by or on behalf of Strukton, or commitments, promises or authorizations made in this respect, with the aim of obtaining an inappropriate personal or commercial advantage. Note: There is no minimum or lower limit for bribes, and what the payment is called is irrelevant.

**> Invitations**

All forms of entertainment or hospitality, offered by or on behalf of Strukton or received by an employee of Strukton, to or from an individual or entity with whom Strukton has an existing or future business relationship. Invitations include things such as drinks, parties, meals, cultural events, charity events, concerts, leisure activities, conferences, seminars, marketing events, and sporting events.

**> Business partner**

Intermediaries, representatives, consultants, suppliers, subcontractors, advisors, joint venture partners, outsourcing partners, and other business third parties with whom Strukton does business or intends to do business in the future (excluding government officials).

# Appendix 1



# Practical guidelines for assessing suspicions of corruption

The guidelines below are designed to help you assess whether payments or commitments from or to an external party are appropriate or a sign of corruption. This list is not intended to cover every situation. All relevant circumstances must be taken into account. If any doubt persists, contact the appropriate compliance officer.

Criteria	
<b>Purpose &amp; circumstances</b>	<p><b>Ask yourself</b></p> <ul style="list-style-type: none"><li>• What is the actual or possible purpose of the payment or commitment?</li><li>• Is it clear who or which entity will provide the services to Strukton, and are the services laid down clearly in detail?</li></ul> <p><b>Red flags</b></p> <ul style="list-style-type: none"><li>• Cash or something valuable is offered with the possible intention of influencing a decision-maker.</li><li>• A donation is made that may be intended to conceal a bribe or other corrupt practices.</li><li>• Compensation is requested or offered to initiate or accelerate routine government procedures.</li><li>• The other party asks us to enter into a contract with an individual instead of a legal entity.</li></ul>

Criteria	
<b>Amount/nature of payment</b>	<p><b>Ask yourself</b></p> <ul style="list-style-type: none"><li>• Are the size and nature of the payment appropriate considering the services provided or to be provided?</li></ul> <p><b>Red flags</b></p> <ul style="list-style-type: none"><li>• Significantly more is paid than justified by the task or service.</li><li>• An external party asks for the payment to be transferred to a bank in another country.</li><li>• An external party requests payment in cash or in kind, or partial payments to different bank accounts.</li></ul>
<b>Relationships between the parties involved</b>	<p><b>Ask yourself</b></p> <ul style="list-style-type: none"><li>• What does the business relationship between the parties involved entail exactly?</li><li>• Are the services described correctly?</li></ul> <p><b>Red flags</b></p> <ul style="list-style-type: none"><li>• There is no commercial justification for the contract between Strukton and an external party.</li><li>• The services to be provided are described vaguely, or there are no reporting requirements for the service provider in the contract.</li></ul>

Criteria

**Transparency**

**Ask yourself**

- Do the circumstances surrounding the contract or payment cause doubts to arise about sufficient transparency?
- Is the documentation surrounding the payment in order?
- Does the service provider have a track record that is relevant to the services for which it is being hired by Strukton?

**Red flags**

- The action or commitment is unknown both internally and externally, or deliberately kept secret.
- There are no invoices or other underlying documents available.
- The service provider is normally active in another field or sector, or does not have the experience or manpower to provide the requested services.

Criteria

**Compliance with internal processes**

**Ask yourself**

- Did Strukton's representatives respect the applicable internal procedures?
- Was written approval for dropping certain requirements obtained in advance?

**Red flags**

- The decision to work with an external party was not approved in writing by the appropriate director.
- The standard templates for agreements with external parties were not used and/or the company lawyers were not involved.
- No due diligence was carried out on this external party.

Criteria	
<b>Scope and nature of the benefits</b>	<b>Ask yourself</b> <ul style="list-style-type: none"><li>• Are the associated agreements in the project's and Strukton's interest?</li></ul> <b>Red flags</b> <ul style="list-style-type: none"><li>• A specific individual benefits from the arrangement in question, rather than Strukton or the project.</li><li>• The benefit is only really achieved if the arrangement is kept secret or left out of official books and records.</li></ul>
<b>Other factors that may have an impact</b>	<ul style="list-style-type: none"><li>• Local laws and regulations</li><li>• The storage and approval processes surrounding documents</li><li>• Local approval processes for project-specific and other expenditure</li></ul>