

Anti Bribery & Anti-Corruption Policy

This policy supersedes all related documentation within the company



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I. SUBJECT:

This policy is established to:

- to provide guidance to Employees and Stakeholders on how to act professionally and fairly in business dealings
- to understand their responsibilities.

From time to time, and in order to ensure regularity and effectiveness of this policy, changes to this policy will be submitted to the Company's Top Management for review and approval. All changes will be promptly communicated to Coficab's Employees.

II. INTENTIONS AND ORIENTATIONS:

In a commitment to upholding sustainability and business integrity, COFICAB is continuously committed to ensure compliance with the highest standards of business ethics when conducting its business operations and to have zero-tolerance for corruption and bribery.

III. GUIDELINES:

This policy is based on the following guidelines:

- local and international laws and regulations relating to anti-bribery and corruption.
- Laws and regulations are subject to change and often vary from country to country.
- If it happens that local law conflicts with this policy, Coficab Group will comply with local law

IV. POLICY STATEMENTS:

1. Definitions:

- 1.1. **Bribery:** as generally defined by the various local and international laws and regulations, is the act of offering, promising, giving, accepting or soliciting of an undue advantage, directly or indirectly, and irrespective of location(s), in violation of applicable law, as an inducement or reward for a person acting or refraining from acting in relation to the performance of that person's duties.
- 1.2. **Corruption:** a form of dishonesty or a criminal offense which is undertaken by a person or an organization which is entrusted with a position of authority, in order to acquire illicit benefits or abuse power for private gain. Proposing an advantage with an improper purpose is already Corruption, even if it was never acted upon. Active corruption consists of offering an advantage. Passive corruption consists of accepting an advantage. Influence peddling is also considered as Corruption.
- 1.3. **Employees:** all employees working at all levels and grades, including officers, directors, senior managers, whether permanent, fixed term or temporary, trainees and interns.
- 1.4. **Entertainment:** generally includes vacation, trips, use of recreational facilities, tickets or passes for plays/concerts/sports events. Lavish entertainment is strictly prohibited.
- 1.5. **Facilitation payments & kickbacks:** small payments made to officials to obtain or speed up routine services which the officials are required to provide.
- 1.6. **Fraud:** broadly defined as an intentional act of deceit to obtain an unjust/illegal advantage.
- 1.7. **Gift:** anything of value that a person gives or receives to/from another person willingly without payment. It includes tangible items such as cash, jewelry, and any of their equivalents, and intangible items such as discounts, services, loans, favors, special privileges, advantages, benefits and rights that are not available to the general public.
- 1.8. **Hospitality:** generally includes travel and accommodation.
- 1.9. **Influence peddling:** also called **traffic of influence** or **trading in influence** is any attempt of using one's connections or position to obtain favorable treatment or benefits for another party, often in exchange for some form of compensation.
- 1.10. **Meals:** generally include restaurant meals and refreshments.
- 1.11. **Money laundering:** refers to the criminal act of concealing the origins of illegally obtained money, typically by means of transfers involving foreign banks or legitimate businesses, so that the money appears to be derived from lawful sources.
- 1.12. **Stakeholders:**
 - Employees,
 - Coficab Board members and Group owners,
 - Third parties, including but not limited to, customers, competitors, government authorities, suppliers, consultants, contractors, or any other person associated with or acting on behalf of Coficab.

2. Accepted/prohibited conduct:

2.1. Gifts, Entertainment, Hospitality & Meals:

Gifts and Entertainment, in a business environment, may, sometimes, be appropriate to promote good working relationships.

However, Coficab Employees may give or accept gifts, Entertainment, Hospitality and Meals to/from third parties provided that:

- i) Such gifts are reasonable, customary, infrequent, culturally appropriate, modest and non-excessive;
- ii) They are aligned with the Code Of Conduct's guidelines; and
- iii) They do not put Stakeholders in a position where their objectivity may be affected.

a. Gifts, Entertainment, Hospitality & Meals not subject to declaration:

- i. Employees may receive, without declaring, the following:
 - Inexpensive basic branded goodies and office supplies with brand engraved/stamped on them: notebook, mug, pen, agendas, USB keys...
 - Inexpensive food where culturally appropriate: fruit basket, chocolate, bakery, cheap alcoholic drinks, pastry...
 - Gifts received with a value not exceeding 30 Euro however these values may vary from region to region based on local regulations and practices.
 - Standard Hospitality and Meals received for a value not exceeding 100 euro by person, during third parties' visits. However, this value may vary from region to region based on local regulations and practices (see Appendix A).
- ii. Employees may offer, without declaring, the following:
 - Inexpensive basic branded goodies and office supplies with brand engraved/stamped on them: notebook, mug, pen, agendas, USB keys...
 - Inexpensive food where culturally appropriate: fruit basket, chocolate, bakery, cheap alcoholic drinks, pastry...
 - Gifts with a value not exceeding 50 Euro. However, these values may vary from region to region based on local regulations and practices.
 - Standard Hospitality and Meals for a value not exceeding 200 Euro by person, during third parties' visits. However, this value may vary from region to region based on local regulations and practices (see Appendix A).

b. Gifts, Entertainment, Hospitality & Meals subject to declaration and approval:

Employees may receive or offer Gifts, Entertainment, Hospitality and Meals with value exceeding the applicable limits mentioned in section 4.1.a.

However, such Gifts, Entertainment, Hospitality and Meals shall be declared:

- in the company Gifts & Entertainment internal Sharepoint register; or
- by e-mail to compliance@coficab.com;

The company may decide whether the employees can keep them or hand them to HR or Communication Departments in order to put them within the end of the year or any other occasions' tombola.

c. Prohibited Gifts, Entertainment, Hospitality & Meals:

Employees must not give or accept the following:

- Cash gifts, gift cards, vouchers, credits, payments, services, excessive Entertainment, and anything else of excessive or luxurious value: jewelry, high-priced cosmetics, high-priced tobacco and alcohol, smart phones, etc.
- Any Gifts & Entertainment for the purpose of obtaining improper benefits or other purposes of Corruption.
- Excessively expensive luxurious, or lavish Entertainment, Meals and/or Hospitality, Entertainment in luxury or private clubs or luxury cruises, traveling in VIP class, VIP match tickets, etc.
- Gifts & Entertainment presented to government officials unless such government officials confirm in writing that their internal policies do not prohibit them from accepting such Gifts & Entertainment.

3. Facilitation payments & kickbacks:

Coficab strictly prohibits any extortion, promising, paying, receiving or requesting any Facilitation payments and kickbacks during Coficab's business or employment.

4. Influence peddling:

Coficab strictly prohibits Influence peddling in any form. Stakeholders are expected to avoid using their position or relationships to secure personal gain or advantages for or through others.

5. Fraud:

Coficab strictly prohibits any act of fraud, including but not limited to, deceptive or dishonest practices, forgery, extortion, theft, conspiracy, embezzlement, misappropriation, false representation, concealment of material facts, collusion...

6. Money laundering:

Coficab strictly prohibits money laundering in any form. Stakeholders are prohibited from engaging in or facilitating any activities designed to conceal the origins of illicit funds, including but not limited to, the transfer, concealment, or disguise of proceeds derived from corruption or criminal activities.

Coficab is dedicated to maintaining transparency and integrity in all financial transactions and requires full cooperation with Stakeholders to detect, prevent, and report any suspicious activity related to money laundering.

6.1. Political contribution:

Coficab does not make donations, whether in cash or kind, in support of any political parties or candidates.

6.2. Sponsorship and charitable contribution

Coficab shall ensure that charitable contributions and sponsorships are not used as a vehicle for bribery or corruption.

Also, Coficab shall publicly disclose all its charitable contributions and sponsorships and ensure that all such transactions are legal and ethical under local laws and practices.

Coficab shall not support organizations and/or events that discriminate based on religion, gender, sexual orientation, disability or nationality.

Coficab shall ensure that charitable contributions and sponsorships do not support any activity promoting religious purposes.

7. Risk Assessment

Coficab will conduct regular risk assessments for bribery and corruption in order to uphold ethical standards and ensure legal compliance. These assessments should identify vulnerabilities and potential threats.

Key objectives of assessment shall include evaluating risks, establishing different scenarios, solutions and remedies, enhancing compliance capabilities, and fostering an ethical culture.

8. Record-keeping

Coficab must keep financial records and have appropriate internal controls in place which will provide evidence of the business reason for making payments to third parties.

Coficab must ensure all expenses claims relating to Gifts, Entertainment, Hospitality, Meals, or expenses incurred to third parties are submitted in accordance with internal regulation.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as customers, suppliers and others, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

9. Training and Communication

This policy will be communicated to all Employees working at all levels and grades.

This Policy and Coficab's zero-tolerance approach to bribery and corruption shall be also shared with third parties at the outset of the business relationship with them and as appropriate thereafter.

Coficab will provide training as a part of the induction process for all new Employees.

Coficab will also provide regular, relevant training on how to implement and adhere to this policy to all regular Employees.

V. APPLICABILITY AND RESPONSIBILITIES

1. Applicability:

This policy is an integral part of Coficab's Code Of Conduct.

This policy applies to all Employees working at all levels and grades, including officers, directors, senior managers, and all other Employees (whether permanent, fixed term or temporary), trainees, interns, consultants, contractors, or any other person associated with or acting on behalf of Coficab, its board members, Coficab Group owners, customers and all Coficab Group supply chain.

Such Stakeholders shall not accept, provide, offer, authorize, or promise to provide anything of value in order to secure an improper advantage or obtain or retain business.

2. Responsibility:

2.1. Stakeholders' responsibility:

Stakeholders must read, understand and comply with this policy.

They are responsible for preventing and detecting bribery and other forms of corruption. They are also required to avoid any activity that might lead to, or suggest, a breach of this policy.

Stakeholders must report any suspicions of fraudulent or corrupt activities to:

- compliance@Coficab.com
- COFICAB TUNISIE S.A, CORPORATE LEGAL AND COMPLIANCE DEPARTMENT,
ADDRESS: 40 RUE DU 18 JANVIER, 1958, 1001, TUNIS, TUNISIA

Employees and management may also have recourse to the internal whistleblowing channel including all designated contacts in section 4 of Coficab Code Of Conduct.

2.2. Coficab's responsibility: Investigation:

After receiving the report, Coficab will assess the need to conduct an investigation or not.

In case allegations are confirmed to be serious, Coficab will conduct a thorough investigation by gathering and checking all necessary data, evidence and witnesses' interviews in respect with investigation procedure as described in **Guidebook For Country/ Corporate Code Of Conduct Investigation**.

Coficab will treat all reports confidentially, in consistence with the law, and Company policy.

As per Coficab's code of Conduct, Coficab will not tolerate any form of retaliation against anyone for making a good faith report of actual or potential breach of this policy.

VI. LEGAL CONSEQUENCES OF POLICY VIOLATION:

Violations of applicable anti-bribery and anti-corruption laws may expose individuals to severe criminal and civil sanctions, including imprisonment, probation, and significant monetary fines, which shall be borne personally and will under no circumstances be paid or reimbursed by the Company.

The Company will fully cooperate with competent authorities in the event of legal proceedings and may apply internal disciplinary sanctions up to and including dismissal for cause.

VII. UPDATES FOLLOW UP:

Date	Version	Change details	Issuer/modifier
1/12/2025	01	1st emission	M.Fouzai

Gifts & Entertainment maximum values

Country	Maximum value of Gifts & Entertainment offered to 3rd Parties	
	Gifts	Meals & Hospitality
Tunisie	50 Euros	200 Euros
Germany	>50 EUR per person/per year and including tax that COFICAB pays - gifts must be recorded and reported to tax advisor - COFICAB must pay tax (30% of purchase price) for the recipient - if the value of the gift plus the fiscal advantage (as COFICAB pays 30%) is more than 50 EUR, the recipient has to pay tax for it. >10 EUR = tax-free some customers don't accept gifts for more than 10 Euro	No special maximum value, but it should be comparatively and not convey any corruptional ideas
Portugal	- 50 euros: inform the manager - over 100 euros, inform the manager and get authorization from the compliance department. - Below 50 euros can be accept without communication.	- 50 euros: inform the manager - over 100 euros, inform the manager and get authorization from the compliance department. - Below 50 euros can be accept without communication.
Mexico	25 \$	60 \$
Honduras	25 \$	60 \$
Serbia	50 Euros	200 Euros
Romania	50 Euros	200 Euros
Morocco	50 Euros	200 Euros
China	100 Euros	250 Euros
Egypt	50 Euros	200 Euros
Philippines	50 Euros	200 Euros

Country	Maximum value of Gifts & Entertainment received from 3rd Parties	
	Gifts	Meals & Hospitality
Tunisie	30 Euros	100 Euros
Germany	>50 EUR per person/per year and including tax that COFICAB pays - gifts must be recorded and reported to tax advisor - COFICAB must pay tax (30% of purchase price) for the recipient - if the value of the gift plus the fiscal advantage (as COFICAB pays 30%) is more than 50 EUR, the recipient has to pay tax for it. >10 EUR = tax-free some customers don't accept gifts for more than 10 Euro	No special maximum value, but it should be comparatively and not convey any corruptional ideas
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