# ANTI-BRIBERY & CORRUPTION POLICY

## INTRODUCTION

One of Tensator's core values is to uphold sound, responsible and fair business operations. The Company is committed to promoting and maintaining the highest possible ethical standards in relation to all of its business activities. Tensator's reputation for maintaining ethical and lawful business practices is of paramount importance and this policy is designed to preserve these values. Tensator therefore has a zero-tolerance policy towards any form of corruption, including but not limited to making, receiving, or accepting any bribe, corrupt payment, kickback, or facilitation payment, to or from anyone, anywhere in the world.

## PURPOSE AND SCOPE

This policy sets forth Tensator's position on any form of bribery and provides minimum standards aimed at:

- Ensuring compliance with all applicable anti-bribery laws including the UK Bribery Act of 2010 ("Bribery Act") and U.S. Foreign Corrupt Practices Act ("FCPA"), rules and regulations, not just within the UK, but also in any other countries within which Tensator may carry out its business or in relation to which its business may be connected.
- Enabling employees and persons associated with Tensator to understand risks associated with inappropriate and unlawful conduct and to enable and encourage them to be vigilant and to effectively recognise, prevent, avoid and report any wrongdoing, whether by themselves or others.
- Providing suitable and secure reporting and communication channels and ensuring that any information that is reported is properly and effectively dealt with.
- Creating and maintaining a rigorous and effective framework for dealing with any suspected instances of bribery or other unethical conduct.
- Ensuring that the relationships between Tensator employees and their dependents with suppliers, contractors and customers are transparent and clear.

This policy applies to Tensator and all permanent and temporary employees (including any of its intermediaries, subsidiaries, joint venture partners, or associated companies). It also applies to any individual or corporate entity associated with Tensator or who/ which performs functions in relation to, or for and on behalf of Tensator, including, but not limited to, directors, agency workers, casual workers, contractors, consultants, agents, third party service providers, joint venture partners, suppliers and sponsors ("associated persons").

All employees and associated persons are expected to adhere to the principles set out in this policy.

## DEFINITIONS

**Bribery:** usually involves giving or offering money, a gift or something else of value in order to obtain or retain a commercial advantage or to induce or reward the recipient for acting improperly or where it would be improper for the recipient to accept the benefit. Bribery can also take place where the offer or giving of a bribe is made by or through a third party, i.e., an agent, representative or intermediary. Both the giving and receiving of bribes are prohibited.
**Anything of Value:** "Anything of value" includes cash and cash equivalents, personal and business benefits, such as gifts, meals and entertainment, travel, offers of employment, forgiveness of debt, directing business to a company, solicitation or providing charitable contributions, or any other transfer of goods, services, tangibles or intangibles that accrues to the benefit of the ultimate recipient or promotes his/her interests.
**Corruption:** is any activity that involves misusing position or power for an improper personal or business advantage, whether in the public or private sectors.

## OBLIGATIONS

The policy is designed to avoid violations of applicable anti-bribery and corruption laws and prohibits any:

- Offer, promise or give a financial advantage or anything of value to another person (i.e. bribe a person) including but not limited to any employee, agent or representative of a government,

political party, and party official or candidate ("Covered Person") and employees of private and non-governmental entities. A Covered Person generally includes royalty, legislators, representatives of state-owned business enterprises, and employees of public international organisations, regardless of rank or position whether within the UK or abroad, for the purposes of inducing or rewarding improper conduct.
- Request, agreement to receive or accept a financial or other advantage (i.e. a bribe) for or in relation to improper conduct.
- The maintenance of inaccurate or the falsification of books and records detailing transactions and failing to establish and maintain a system of internal controls to reasonably assure all transactions are accurately recorded.

It is an offence to bribe another person in the course of doing business, for the purposes of obtaining or retaining business, or obtaining or retaining an advantage in the conduct of business, for Tensator. Any employee or associated person, as well as Tensator itself, may be held liable for this offence. Tensator may also suffer substantial reputational damage in connection with this offence.

**POLICY**

All employees and associated persons are required to:
- Comply with the Bribery Act, FCPA and any anti-bribery and anti-corruption legislation that applies in any jurisdiction in any part of the world in which they might be expected to conduct business.
- Act honestly, responsibly and with integrity.
- Safeguard and uphold Tensator's core values by operating in an ethical, professional and lawful manner at all times.

Bribery of any kind is strictly prohibited. Under no circumstances should any provision be made, money set aside or accounts created for the purposes of facilitating the payment or receipt of a bribe.

Tensator recognises that industry practices may vary from country to country or from culture to culture. What is considered unacceptable in one place may be normal or usual practice in another. Nevertheless, a strict adherence to the guidelines set out in this policy is expected of all employees and associated persons at all times.

Personal funds must not be used to accomplish what is prohibited by this policy. If in doubt as to what might amount to bribery or other unethical conduct or might constitute a breach of this policy, you should refer the matter to the HR Department*

For the purpose of clarity and transparency, Tensator employees and their dependents must refrain from any form of contact with suppliers, contractors and customers which is not immediately related to the Company's business, unless such contact has been declared to the HR Department*, approved by the Chief Executive and recorded.

Breach of any of the provisions of this policy will constitute a disciplinary offence and will be dealt with in accordance with Tensator's disciplinary procedure. Depending on the gravity of the offence, it may be treated as gross misconduct and could render the employee liable to summary dismissal.

As far as associated persons are concerned, breach of this policy could lead to the suspension or termination of any relevant contract, sub- contract or other agreement with the associated person.

For those associates that work with outside parties, the attached Compliance Protocols detail critical procedures and additional standards that must be followed.

**RESPONSIBILITIES AND REPORTING PROCEDURE**

It is the contractual duty and responsibility of all employees and associated persons to take whatever reasonable steps are necessary to ensure compliance with this policy and to prevent, detect and report any suspected bribery, fraud or corruption in accordance with the procedure set out in the Handbook. You must immediately disclose to Tensator any knowledge or suspicion they may have that you, or any other employee or associated person, has plans to offer, promise or give a bribe or to request, agree to receive or accept a bribe in connection with the business of Tensator. For the avoidance of doubt, this includes reporting your own wrongdoing.

The duty to prevent, detect and report any incident of bribery and any potential risks rests not only with the Directors of Tensator
but applies equally to all employees and associated persons. Employees are required to immediately report known or suspected violations of the Anti-Bribery/Anti-Corruption Policy to the Compliance Officer. Alternatively, employees, Third Party Service Providers, and the employees of Ventures (businesses which Tensator owns with partners) can make reports using the Intranet, fax, mail or by emailing telltensator@tensator.com.

Confidentiality will be maintained during the investigation to the extent that this is practical and appropriate under the circumstances. Tensator is committed to taking appropriate actions against bribery or other unethical conduct. This could include either reporting the matter to an appropriate external government department, regulatory agency or the police and/or taking internal disciplinary action against relevant employees and/or terminating contracts with associated persons.

**MONITORING AND REVIEW**
Tensator is committed to continuous monitoring of the success of its Anti-Bribery/Anti-Corruption Policy. This policy is subject to formal review by January 2023.

**COMPLIANCE PROTOCOLS**
Tensator has standards that must be followed that address Due Diligence, Contracting, and Certifications. Individual Tensator departments may develop and follow more stringent practices. If any department believes that more relaxed practices are appropriate for their organisation, they must obtain permission from the Compliance Officer.

**Tensator Holdings Limited, Board of Directors**
July 11, 2024