

CORRUPTION AND ANTI-BRIBERY POLICY

WENAAS WORKWEAR AS

2022

1. INTRODUCTION

Whoever **Wenaas** may deal with, and wherever we may operate, we are committed to doing so lawfully, ethically and with integrity. As part of this commitment, all forms of bribery and corruption are unacceptable and will not be tolerated. We will not, and we must ensure that any third party acting on our behalf does not, act corruptly in our dealings with any other person.

This Corruption and Anti-Bribery policy sets out how **Wenaas** prevents acts of bribery and corruption taking place. It is intended to comply with criminal legislation governing bribery and corruption on a global basis. National corruption legislation however often applies wherever in the world an incident takes place and thus has implications for all **Wenaas** operations, irrespective of their location. In addition, **Wenaas** has through its Corporate Social Responsibility Policy committed itself to adhere to the UN Global Compact Principle on Anti-Corruption (see further www.unglobalcompact.org).

This policy provides guidance on the standards of behaviour to which we must all adhere and most of the contents hereof reflect the common sense and good business practices that we all work to in any event. It is designed to help identify when something is prohibited so that bribery and corruption are avoided.

Training will be provided to relevant Personnel (as defined below) throughout **Wenaas** to support them in complying with their responsibilities. All Personnel may be required to annually confirm that they have understood and complied with this policy.

2. WHO THIS POLICY APPLIES TO

The fundamental standards of integrity under which we operate do not vary depending on where we work or who we are dealing with. It is the responsibility of each of us to ensure that we comply with these standards in our daily working lives. Therefore, this policy applies to:

- All geographic locations and functions within **Wenaas**
- All subsidiary companies, branches and offices, including any joint venture partners;
- All **Wenaas** officers, employees (full and part time) and temporary workers (such as consultants or contractors) (together referred to as “**Personnel**” in this document) no matter where they are located or what they do.

Part of **Wenaas** commitment to prevent bribery and corruption is to ensure that the people acting on our behalf also do so in compliance with effective anti-bribery and corruption policies. Accordingly, where we engage third parties, such as suppliers, agents, distributors and joint venture partners, we have obligations to complete sufficient due diligence when entering into arrangements to ensure they are not acting corruptly and to periodically monitor their performance to ensure on-going compliance.

3. WHAT IS BRIBERY AND CORRUPTION?

It involves the following:

- when a financial or other advantage is offered, given or promised to another person with the intention to induce or reward them or another person to perform their responsibilities or duties improperly (it does not have to be the person to whom the bribe is offered that acts improperly);
- when a financial or other advantage is requested, agreed to be received or accepted by another person with the intention of inducing or rewarding them or another person to

perform their responsibilities or duties inappropriately (it does not have to be the person who receives the bribe that acts improperly).

It does not matter whether the bribe is:

- given or received directly or through a third party (such as someone acting on Wenaas behalf, for example an agent, distributor, supplier, joint venture partner or other intermediary); or
- for the benefit of the recipient or some other person.

Bribes can take many forms, for example:

- money (or cash equivalent such as shares);
- unreasonable gifts, entertainment or hospitality;
- kickbacks;
- unwarranted rebates or excessive commissions (e.g. to sales agents or marketing agents);
- unwarranted allowances or expenses;
- “facilitation” payments/payments made to perform a normal job quicker and/or prioritise a particular customer;
- political/charitable contributions;
- uncompensated use of company services or facilities; or
- anything else of value.

This policy applies to both the public and private sectors. Dealing with public officials poses a particularly high risk in relation to bribery and corruption and specific guidance when dealing with public officials is set out below.

A breach of bribery laws can result in fines for both the company and the individual involved and in some jurisdictions could also result in imprisonment.

4. HOW DO I KNOW IF SOMETHING IS A BRIBE?

In most circumstances, common sense will determine when a bribe is being offered. However, here are some questions to ask if in doubt:

- Am I being asked to pay something or provide any other benefit over and above the cost of the services being performed, for example an excessive commission, a lavish gift, a kickback or make a contribution to a charity or political organisation?
- Am I being asked to make a payment for services to someone other than the service provider?
- Are the hospitality or gifts I am giving or receiving reasonable and justified, would I be embarrassed to disclose them? Would I feel comfortable defending my decision to give or receive to my superiors or to the media?
- When a payment or other benefit is being offered or received, do I know or suspect it is to induce or reward favourable treatment, to undermine an impartial decision-making process or to persuade someone to do something that would not be in the proper performance of their job?

5. POLICIES AND PROCEDURES

5.1 General prohibition

Wenaas has a zero tolerance policy towards bribery and corruption and as such, all forms of bribery and corruption are prohibited. A bribe does not actually have to take place – just promising to give a bribe or

agreeing to receive one is prohibited. Bribery is prohibited when dealing with any person whether they are in the public or private sector and the provisions of this policy are of general application. However, many countries have specific controls regarding dealing with public officials and these should be followed within those countries.

5.2 Gifts and hospitality

Giving or receiving gifts or hospitality is often an important part of maintaining and developing business relationships. However, all gifts and hospitality should be for a genuine purpose, reasonable and given in the ordinary course of business and comply with the **Wenaas** Gifts and Hospitality Policy.

Generally speaking, lavish or unreasonable gifts or hospitality, whether these are given or received, are unacceptable as they can create the impression that we are trying to obtain or receive favourable business treatment by providing individuals with personal benefits. In addition, gifts and hospitality can themselves be a bribe. **Wenaas** personnel must not request, accept or offer gifts or entertainment designed to influence, support or reward any current or future business involving **Wenaas**.

More particularly, it is prohibited to:

- Request gifts or entertainment at any time;
- Give or accept gifts or entertainment from third parties unless this falls within the exceptions listed in the **Wenaas** Gifts and Hospitality Policy;
- Give gifts or cash to or receive gifts of cash from Public Officials, clients or any third party (such as a supplier) unless this falls within exceptions listed in the **Wenaas** Gifts and Hospitality Policy;
- Give cash gifts to more senior Personnel (this does not apply to gifts of cash where such gifts are made as part of normal office practice e.g. wedding, leaving or birthday collections);
- Offer gifts, entertainment or hospitality that they know or suspect will breach the gifts and entertainment policy of the relevant third party e.g. where the costs of hospitality to be provided by **Wenaas** are known to be or suspected to be in excess of the limit set in the **Wenaas** Gifts and Hospitality Policy.

Gifts, entertainment or hospitality not falling into these categories are generally permitted. However, where a local threshold has been established, this will take precedence. If Personnel are offered or are in receipt of gifts, hospitality or thresholds in excess of the applicable threshold, they will report the details of this to their local Manager/Supervisor.

5.3 Facilitation payments

Facilitation payments (also known as “Grease Payments”) are any payments, no matter how small, given to an official to increase the speed at which they do their job. For example, this could include speeding up customs clearance.

All facilitation payments are illegal and are prohibited under this policy, as is anything which might be interpreted as a facilitation payment unless expressly permitted under written local legislation. **Wenaas** personnel must not make facilitation payments. **Wenaas** will not tolerate or condone the making of such payments by any employee or any entity acting on its behalf.

5.4 Agents, distributors, suppliers and joint venture partners

Wenaas could be liable for the acts of people that act on its behalf. This includes agents, distributors, suppliers and joint venture partners (together referred to as “third parties”). As such, we are committed to promoting compliance with effective anti-bribery and corruption policies by all third parties acting on our behalf.

All arrangements with third parties should be subject to clear contractual terms, including specific provisions requiring them to comply with minimum standards and procedures in relation to bribery and corruption. We will not engage any third party who we know or reasonably suspect of engaging in bribery or corruption.

Local management will be responsible for conducting appropriate due diligence, which should be undertaken before any third parties are engaged. Some high-risk transactions will require further due diligence which may require independent investigation.

5.5 Dealing with public officials

Although this policy applies to both public and private sectors, dealing with public officials poses a particularly high risk in relation to bribery due to the strict rules and regulations in many countries.

Public officials include those in government departments, but also employees of government owned or controlled commercial enterprises, international organisations, political parties and political candidates.

Corrupting a public official is a serious offence. Therefore, the provision of money or anything else of value, no matter how small, to any public official for the purpose of influencing them in their official capacity is prohibited. The prior written approval of a local Manager/Supervisor is required in relation to:

- gifts and hospitality in the public sector
- making charitable contributions or political donations in connection with dealings with a public official

In addition, many public officials have their own rules regarding the acceptance of gifts and hospitality etc. and we must respect these rules where applicable.

6. WHISTLEBLOWING

Wenaas is committed to ensuring that personnel can speak up with confidence if they have any concerns or need to ask for help. All personnel are encouraged to report any conduct believed, in good faith, to be a violation of laws or this policy to a manager or in accordance with locally established procedures. If the manager is involved in the situation that the report concerns or cannot or has not adequately addressed the concerns, you are requested to report to a manager of higher rank or in accordance with locally established procedures. Managers are expected to seriously address the issue and work to ensure a satisfactory resolution in alignment with this policy and with any local statutory or regulatory obligations.

Reports of potential violations of law or this policy may also in all cases be made (also anonymously) at any time by emailing csr@wenaas.com

All reports of possible violations will be treated confidentially and will further be investigated and resolved as appropriate. No individual will suffer retaliation for reporting in good faith any violations of law or these standards. Any violation will be subject to disciplinary action based on the corporate rules and/or job contracts of the **Wenaas** company in question, and ultimately could result in dismissal.

GIFTS AND HOSPITALITY POLICY

WENAAS WORKWEAR

2022

1. PURPOSE OF THIS POLICY

The purpose of gifts and hospitality (i.e., what is commonly referred to as “business entertainment”) in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with our customers or to influence our choice of suppliers. Gifts and hospitality may be corrupt, may be used to facilitate corruption, or may give the appearance of corruption. To counter the risk of gifts and hospitality being corrupt, or being perceived to be corrupt, **Wenaas** has adopted this policy to govern the exchange of gifts and hospitality between **Wenaas** and external stakeholders.

For the sake of clarity, it is noted that this policy is not intended to increase or decrease the total amount of gifts, entertainment and hospitality offered by **Wenaas** and its employees. Decisions concerning gifts, entertainment and hospitality shall also in the future be subject to management decision based on available budgeted funds.

This Gifts and Hospitality Policy should be read together with the **Wenaas** Corruption and Anti-Bribery Policy, and defined terms used in this document shall have the same meaning as set out therein.

2. GIFTS

2.1 Introduction

Gifts may take many forms. This policy defines a “gift” as anything of value for which an employee is not required to pay the retail or usual and customary cost. Therefore, a gift may include meals or refreshments, goods, services, tickets to entertainment or sporting events, or the use of a residence, vacation home or other accommodations.

In general, **Wenaas** discourages the practice of giving and/or receiving gifts. However, recognizing that in certain cultures gifts are a business tradition, the following standards are established as guidelines.

2.2 Unacceptable gifts

Personnel should neither give nor receive gifts in form of cash, commissions, loans, and shares in profit, securities, or other forms of compensation from contractors, suppliers, and customers, regardless of value. Personnel should neither give nor receive materials, services, repairs, or improvements at prices lower than would otherwise be available in the market from contractors, suppliers, and customers.

The above concerning giving and receiving of gifts also applies for gifts given or received indirectly, such as through relatives, friends or other **Wenaas** associates.

Personnel offered a cash gift shall immediately contact their Manager/Supervisor.

2.3 Acceptable Gifts

Personnel are only permitted to accept the following gifts:

- Advertising or promotional gifts not exceeding a local currency amount equivalent to US\$ 100, provided that the frequency of such gift from one source is not excessive or unreasonable.
- Non- cash gifts not exceeding a local currency amount equivalent to US\$ 75 presented to employees attending a ceremonial occasion on behalf of the Company.

- Discounts which are equally available to other persons outside the company, or otherwise permissible through a statement in written business agreement.
- Normal business courtesies, such as meals in reasonable price range or equally reasonable level of entertainment.

Advertising or promotional gifts exceeding US\$ 100 as well as other non-cash gifts exceeding US\$ 75 must be reported to the appropriate Manager/Supervisor, to ensure that such items are turned over to **Wenaas Workwear**.

If you have any questions regarding gift values, you should always contact to your Manager/Supervisor.

3. MEALS AND ENTERTAINMENT

3.1 Introduction

Although meals and entertainment are a common and acceptable form of business and social behavior, employees should turn down invitations to meals or entertainment from any one source that are excessive or too frequent. The purpose of this is to avoid embarrassment or the loss of objectivity when making commercial decisions on behalf of **Wenaas**.

In general, all Personnel must remember that they under no circumstances are allowed to take undue advantage of the hospitality of the business partner. Appropriate judgment is expected in this area.

3.2 Choice of venue

In general, business meals should take place in an atmosphere appropriate for a business meeting. If the choice of the restaurant is up to the **Wenaas** employee, he/she should not select a high-price restaurant.

3.3 Alcohol

As the purpose of business entertainment is to create a mutually beneficial business environment, the consumption of alcohol should be limited.

3.4 Entertainment

Entertainment should be limited to necessity. The number of **Wenaas** staff members who attend should be minimized.

4. WENAAS MEETINGS AND SOCIAL EVENTS

All meetings and social events must be planned, budgeted and paid by **Wenaas**, after approval from the relevant Manager.

As a general rule, cost sharing participation by suppliers, contractors or customers in meetings and social events is not desired. Participation in form of a sponsorship e.g., by providing prizes for sport events or a lottery, can however be accepted. Any such sponsorship should be proportional and needs to be announced during the event. Anonymous participation is not allowed.