NPK EXPERT IBERIA SL
Registration number B88633136
Address: Calle Imprenta, No. 8, 28760 Tres Cantos, Spain

ANTI-BRIBERY & ANTI-CORRUPTION POLICY

	Name and surname:	Date:	Signature:
Signed and approved:	Marut Uppal	15.02.2023.	

NPK EXPERT IBERIA SL
Registration number B88633136
Address: Calle Imprenta, No. 8, 28760 Tres Cantos, Spain

1. INTRODUCTION

1.1. Objective

NPK EXPERT IBERIA SL Registration number B88633136 Address: Calle Imprenta, num. 8, 28760 Tres Cantos, Spain, hereinafter also – **Company**, is committed to the highest level of legal, ethical and moral standards. This Anti-Bribery policy amplifies the principles set out in the Code and is intended to ensure compliance with all relevant laws regarding bribery and corruption, including specifically the UK Bribery Act and the US Foreign Corrupt Practices Act, both of which affect our business dealings everywhere in the world.

The Policy should enable employees to recognise the potential areas for concern; avoid prohibited conduct and promptly seek guidance when necessary so that both Company and its employees are protected from the legal and reputational consequences of bribery and corruption violations.

1.2. Statement of Policy

Fertilizer Group AS does not tolerate any form of bribery. All employees and all those acting on Company's behalf are strictly prohibited from offering, paying, soliciting or accepting bribes (*see Policy in Section 2.1*). External and internal bribery risks will be regularly and systematically assessed and adequate risk-based procedures aimed at preventing bribery implemented, including those designed to ensure:

■ *financial and commercial controls are in place to minimise the risk of corrupt payments, including maintaining complete and accurate books and records*
■ *training is provided to all relevant employees and other key stakeholders as appropriate to their activities and the associated risks*
■ *risk of successor liability is mitigated by effective and comprehensive due diligence in advance of acquisition/ joint venture transactions and that acquired business units are appropriately integrated to comply with our anti-bribery policy and procedures*
■ *our business partners (including sales agents, business consultants and intermediaries, sales distributors, lobbyists and other partners (including short and long term joint venture partners) who work on our behalf to assist in securing, preparing or negotiating bids for new contracts or the extension of existing contracts), operate in compliance with applicable local and international anti-bribery and corruption law*
■ *this policy and guidance is communicated to all relevant employees/ business partners* Company also requires compliance with anti-bribery and corruption laws in the following risk areas:
■ *Gifts, hospitality and promotional expenditure: Company prohibits the offering or receipt of gifts or hospitality whenever such arrangements could influence or be seen to influence the outcome of a business decision and are not reasonable and bona fide expenditures (see Policy in Section 2.2)*
■ *Political contributions: Company and its employees should not make political contributions to or through political parties, Company or individuals engaged in politics, as a way of obtaining advantage in business transactions (see Policy in Section 2.3)*
■ *Charitable or community donations must only be made for bona fide charitable or public relations reasons and never when there is or may be a potential conflict of interest or possibility that the donation is being used or could be used as a subterfuge for bribery (see Policy in Section 2.3)*
■ *Business Partners: Due diligence procedures must be undertaken to ensure our business partners share our commitment to ethical business standards; written arrangements containing appropriate anti-bribery provisions must be put in place; and compensation must be commensurate with the legitimate services provided, approved, properly recorded and paid in accordance with the contract. (see Policy in Section 2.4)*
■ *Facilitation Payments: Company prohibits facilitation payments (see Policy in Section 2.5)*
■ *Our Ethical Procurement Code will continue to apply to suppliers*

1.3. Roles & Responsibilities

Employees:
■ *are expected to read and understand their obligations under this policy*
■ *must participate in any relevant training programme provided*
■ *if unsure, must seek advice in relation to any aspect of this policy from their manager, their local legal or compliance contact;*
■ *are required to report suspected or actual instances of bribery, either to their manager.*

No employee will suffer demotion, penalty or other adverse consequences for refusing to pay bribes or refusing to participate in other corrupt practices even if this means the company losing business.

Management will:

- *devise suitable metrics to monitor and measure effective compliance with this policy;*
- *provide reports on the overall efficacy of this policy.*

2. GUIDELINES

2.1. The Meaning of Bribery, Examples and Relevant Legislation

The Meaning of Bribery: Bribery usually involves giving or offering money, a giftor something else of value to someone in business or government in order to obtain or retain a commercial advantage. Bribery can also take place where the offer or giving of a bribe is made by or through a third party such as an agent, representative or distributor.

Examples of Bribery - Bribes often involve monetary payments or the promise of such payments but can include other benefits or advantages, including, but not limited to, the inappropriate provision of any of the following:

- *gifts and hospitality, particularly where they are disproportionate, secret, frequent or made in the context of business negotiations*
- *product discounts or credits that are disproportionate and not readily available to the general customer base*
- *the uncompensated use of company services or facilities*
- *political or charitable donations made to a third party linked to or at the request of a customer*
- *employment, business or investment opportunities*
- *personal favours*
- *the assumption or forgiveness of debt*

Relevant Legislation

Both the giving and receiving of bribes is prohibited in most jurisdictions. Company requires compliance with the laws of all countries and local legal advice should be sought where required.

2.2. Gifts, Hospitality and Promotional Expenditure

Company recognises that giving and accepting gifts and corporate hospitality and promotion is usually a legitimate contribution to building good business relationships. However, if they are disproportionate or inappropriate, gifts can cloud judgement. Employees therefore must exercise care when offering or accepting gifts or hospitality to protect their own and the company's reputation against allegations of impropriety and ensure bribery laws are not breached.

It is not possible to set specific rules covering every situation and Company recognises that practices vary across countries and regions. Each business should therefore have its own set of rules regarding gifts and hospitality but they must at minimum incorporate a prohibition on the offering or receipt of gifts, hospitality or promotional expenditure whenever such arrangements could influence or be perceived to influence the outcome of a business decision and are not reasonable and bona fide expenditures. They should also incorporate the following guidelines:

Gifts, Hospitality and Promotional Expenditure are Generally Acceptable if they are:
- *modest*
- *occasional*
- *consistent with customary business practices*
- *given openly, not secretly*
- *appropriate for the occasion*

Examples:
- *branded promotional items of nominal value e.g. pens, calendars, T-shirts, etc*
- *reasonable hospitality given to customers or suppliers*

as part of company meetings or events
- *reasonable travel and accommodation expenses for legitimate business trips*

Gifts, Hospitality and Promotional Expenditure are **Always Unacceptable** if they are:
■ *in contravention of the law or ethical standards*
■ *in the form of cash or its equivalent, for example vouchers or shares*
■ *given in response to, in anticipation of, or to influence a favourable business decision*
■ *in violation of a known policy of the recipient*
■ *given in response to a specific request*
■ *offensive or would embarrass the Company or employee if publicly disclosed*

2.3. Recording and Approval

All expenditure on gifts, hospitality and promotional expenditure should be documented and recorded as such in the Company's records. Any doubt as to the appropriateness of a gift or hospitality should be discussed with the Company management. Specifically, gifts should not be offered to or accepted from government officials or representatives or politicians or political parties without the prior express approval of the Company's management unless small in value terms and given customarily as a token or gesture of goodwill.

2.4. Political contributions

Political contributions include any contribution, made in cash or kind, to support a political cause. Contributions in kind can include gifts of the use of company property or services, advertising or promotional activities endorsing a political party, the purchase of tickets to fundraising events or the use of employees' time to assist with political campaigning.

The laws governing political contributions vary in different parts of the world. In some jurisdictions corporations, government contractors and/or those who employ lobbyists are prohibited from making political contributions; in others such amounts must be disclosed publicly. Company and its employees should not make political contributions to or through political parties, organisations or individuals engaged in politics, as a way of obtaining advantage in business transactions.

Where a political contribution is deemed to be appropriate, not given as a means of obtaining business advantage and supports the democratic process, the Company's management may, subject to the relevant law, give written approval for such a contribution. All such relevant expenditure should be documented, receipted and recorded in the company's records.

Charitable and Community Donations

As a responsible corporate citizen, Company encourages active participation by its companies and employees in charities and local community endeavours, in the form of monetary and other assistance. Company recognizes that practices vary across countries and regions. It is appropriate therefore for each business to have its own set of rules regarding charitable and community donations which must include at a minimum the rule that donations must only be made for bona fide charitable or public relations reasons and never when there is or may be a potential conflict of interest or possibility that the donation could be used as a subterfuge for bribery. Furthermore they should incorporate the following guidelines:

■ *financial donations should never be in cash (unless the sum involved is very small) or paid to the personal account of a named individual but only to the account of the institution to which the donation shall be made*
■ *donations should not be made via third parties e.g. customers or suppliers*
■ *donations should never be tied or give the appearance of being tied to the execution of a business transaction or government action*
■ *all donations must be approved by the Company's management*
■ *all donations must be documented, receipted and recorded in the company's accounts*

2.5. Engaging the Services of "Business Partners"

It is normal business practice to engage the services of sales agents, business consultants and intermediaries, sales distributors, lobbyists and other partners, including short and long term joint venture partners, (collectively "Business Partners") to act on our behalf to assist in securing, preparing or negotiating bids for new contracts or the extension of existing contracts when it is necessary and appropriate to supplement our own experience in given markets or subject areas.

However, in order to protect the company from any association with illegal or corrupt payments or the risk of such payments being made on our behalf, it is Company policy that:

■ *certain prescribed due diligence procedures must be undertaken to ensure they share our commitment to ethical business standards (see below)*
■ *written arrangements containing appropriate antibribery provisions are put in place*
■ *compensation paid to a Business Partner is commensurate with the legitimate services provided approved, properly recorded and paid by cheque or wire transfer (i.e. not cash unless the sum is small and the only practical means of payment) and in accordance with the agreed contract*

Due Diligence Procedures

For Business Partners acting on our behalf as outlined above, the extent of anti-bribery due diligence will depend upon the perceived level of risk associated with that partner, including their location, reputation and behaviour. Particular care must be exercised in engaging a Business Partner for use in any interactions on the company's behalf with foreign government officials. The following procedures should be followed:

1. The Business Partner should complete a standard Due Diligence Checklist. If the outcome of the due diligence is satisfactory then proceed to step 3 below.
2. If "red flags" are identified (see below), then the Business Partner is deemed 'higher risk' and further due diligence should be performed. These additional procedures may include:
• *Public company search – e.g. Dun & Bradstreet; Worldcheck*
• *Specialist integrity due diligence review to explore local publicly available information and/ or additional sources if necessary*
• *Interviews and additional references, including from the Business Partner's legal advisers or accountants*
• *Other confirmatory procedures to evidence the Business Partner's ownership; qualifications; financial standing*

The nature of these procedures and the outcome should be discussed with and approval to proceed secured from the Company, in consultation before engagement with the Business Partner.

3. This policy should be reviewed with the Business Partner to ensure they understand our commitments and their responsibilities under both.

4. The Business Partner should be engaged using a written contract.

5. Anti-bribery training may be provided to the Business Partner in high risk areas, if required.
Due diligence should be undertaken / refreshed:

• *Before engaging a new Business Partner*
• *Before agreeing new services with an existing Business Partner (e.g. significant contract variation)*

For existing business partner relationships the standard due diligence checklist should be completed and steps 2 to 5 above completed as appropriate and over a reasonable timeframe.

Red Flags

The following non-exhaustive list of red flags should be considered during the due diligence process. The existence of one or more issues is a potential indication that the Business Partner is higher risk. Post-transaction, they may also be considered as notice of possible bribery risks and be cause for investigation and appropriate remedial action.

■ *Difficult to determine or complicated ownership structure where it is difficult to ascertain the controlling parties or the owners are based in high corruption risk locations;*
■ *Reluctance to co-operate with the due diligence process;*
■ *Past or on-going investigations, charges and/or convictions for a regulatory offence;*
■ *Reputation for unethical conduct;*
■ *Inability to provide references (financial or business) or evidence prior experience;*
■ *Business partner has a close personal or family relationship with an employee of Company;*
■ *False or misleading documentation;*
■ *Abnormal commissions or price discounts;*

■ *Unusual payment requests, such as large up-front payments, payments to third parties, or midstream requests for additional compensation;*
■ *Press reports of improprieties;*
■ *Odd payments or unexplained accounts in financial records;*
■ *Evidence of disproportionate or inappropriate corporate hospitality, gifts or expenses.*

On-going Monitoring

Business partner compliance must be kept under review and any breaches of contractual obligations or unlawful conduct must be reported.

2.6. Facilitation Payments

Facilitation payments, otherwise known as "grease payments" or "kickbacks" are typically small, unofficial payments made to secure or expedite a routine action by a government or public official, for example issuing a permit, licence, consent or immigration visa, scheduling an inspection associated with contract performance, providing services or releasing goods held in customs, etc. Typically the consequence of not paying can be out of all proportion to the small payment demanded.

Depending on the particular jurisdiction these payments may be more or less common. Nonetheless, Company prohibits facilitation payments. The only exception to the rule is that a payment may be made where the life, safety or health of an individual is threatened. Full details of any such payments must immediately be reported to the Company Managing bodies.

Please note a payment of a fee for the use of a recognised legitimate, fast-track procedure which is open to all is **not** considered to be a facilitation payment. A receipt for such a payment should always be requested.