



## Anti-bribery and anti-corruption policy

### 1. Policy Statement

This statement sets out the policy of the Dutch law firm Gonesh Advocaat, relating to the prohibition of bribery and corruption in its business operations.

This prohibition applies to every engagement or business activity, anywhere in the world, whether involving private individuals, government officials, state owned entities or commercial enterprises. A bribe or corrupt business dealing to secure a business advantage is strictly prohibited and incongruent with the ethical standards of the legal profession.

Gonesh Advocaat has a zero tolerance approach to such activities and seeks to uphold its position as a respected and principled law firm in all its commercial activities.

Gonesh Advocaat has developed a comprehensive program for implementing this Policy, through appropriate guidance, training, investigation and oversight. Gonesh Advocaat has overall responsibility for the program, which includes giving advice on the interpretation and application of this policy, supporting training and education, and responding to reported concerns.

### 2. Scope of Policy

This Policy applies to all persons who are employed by and affiliated with Gonesh Advocaat, including all officers, agents or other intermediaries acting on Gonesh Advocaat's behalf. Each officer and employee of Gonesh Advocaat has a personal responsibility and obligation to conduct Gonesh Advocaat's business activities ethically and in compliance with all applicable laws based on the countries wherein Gonesh Advocaat conducts its business.

In this policy, third party means any individual or organizations one will come into contact with during the course of your engagement with us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

This policy applies to all individuals working at all levels and grades, including senior managers, officers, directors, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, homeworkers, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as employees in this policy).

### 3. Applicable Law

Gonesh Advocaat is committed to conducting its business ethically and in compliance with all applicable laws and regulations relating to anti-bribery and anticorruption.

These rules are found in the Dutch Penal Code (Wetboek van Strafrecht, 'DPC'), more specifically Sections 177, 178, 363 and 364 DPC regarding the offence of (active and passive) bribery of public officials ('public bribery') and Sections 136, 328ter and 328quater DPC regarding the offence of (active and passive) bribery of non-officials ('commercial bribery'). In addition, Section 162 DPC contains an obligation for public bodies and public officials to report public offences, including bribery.

Gonesh Advocaat is also committed to conducting its affairs in compliance with similar laws in other countries in which it conducts its business, which prohibit improper payments to obtain a business advantage, such as the U.S. Foreign Corrupt Practices Act (FCPA) and the United Kingdom Bribery Act of 2010.

The Netherlands is also party to several European and international conventions including but not limited to: (i) the EU anticorruption treaty (41997A0625(01) Official Journal C 195, 25/06/1997 P. 0002 - 0011) and the additional protocols; (ii) the Council framework decision 2003/568/JHA on combating corruption in the private sector (32003F0568 Official Journal L 192 , 31/07/2003 P. 0054 - 0056); (iii) the OECD Anti-Bribery Convention dated 17 December 1997; (iv) the Criminal Law Convention on Corruption of the Council of Europe (ETS No. 173); and (v) the United Nations Convention against corruption (No. 42146).

Together these conventions oblige the Netherlands to criminalize both public and commercial bribery.

The conventions also provide for a set of monitoring practices on the observance of the obligations under the conventions.

## 4. Prohibited Activities

Improper payments prohibited by this policy include bribes; excessive gifts and hospitality; facilitation payments and kickbacks; political contributions; charitable contributions; or any other payment made or offered to obtain an undue business advantage.

These payments should not be confused with reasonable and limited expenditures for gifts, business entertainment and other legitimate activities directly related to the conduct of Gonesh Advocaat's business.

Bribery refers to the act of offering, giving, promising, asking, agreeing, receiving, accepting, or soliciting something of value or of an advantage in order to induce or influence an action or decision.

A bribe refers to any inducement, reward, or object/item of value offered to another individual in order to gain commercial, contractual, regulatory, or personal advantage. Bribery is not limited to the act of offering a bribe. If an individual is on the receiving end of a bribe and they accept it, they are also breaking the law.

Bribery is illegal. Gonesh Advocaat must not engage in any form of bribery, whether it be directly, passively (as described above), or through a third party (such as an agent or distributor).

They must not accept bribes in any degree and if they are uncertain about whether something is a bribe or a gift or act of hospitality, they must seek further advice from the company's compliance manager.

### Gifts and Hospitality

Gonesh Advocaat accepts normal and appropriate gestures of hospitality and goodwill (whether given to/received from third parties) so long as the giving or receiving of gifts meets the following requirements:

- I. It is not made with the intention of influencing the party to whom it is being given, to obtain or reward the retention of a business or a business advantage, or as an explicit or implicit exchange for favours or benefits.
- II. It is not made with the suggestion that a return favour is expected.
- III. It is in compliance with local Dutch law and European Law, including the law applicable from whence the gift originated.
- IV. It is given in the name of the company, not in an individual's name.
- V. It does not include cash or a cash equivalent (e.g. a voucher or gift certificate).
- VI. It is appropriate for the circumstances (e.g. giving small gifts around Christmas or as a small thank you to a company for helping with a large project upon completion).
- VII. It is of an appropriate type and value and given at an appropriate time, taking into account the reason for the gift.

VIII. It is given/received openly, not secretly.

IX. It is not selectively given to a key, influential person, clearly with the intention of directly influencing them.

X. It is not above a certain excessive value.

XI. It is not offered to, or accepted from, a government official or representative or politician or political party, without the prior approval of the Gonesh Advocatuur's compliance manager.

Where it is inappropriate to decline the offer of a gift (i.e. when meeting with an individual of a certain religion/culture who may take offence), the gift may be accepted so long as it is declared to the compliance manager, who will assess the circumstances. Gonesh Advocatuur recognises that the practice of giving and receiving business gifts varies between countries, regions, cultures, and religions, so definitions of what is acceptable and not acceptable will inevitably differ for each.

As good practice, gifts given and received should always be disclosed to the compliance manager. Gifts from suppliers should always be disclosed. The intention behind a gift being given/received should always be considered in light of the applicable legislation. If there is any uncertainty, the advice of the compliance manager should be sought.

## **Facilitation Payments and Kickbacks**

Gonesh Advocatuur does not accept and will not make any form of facilitation payments of any nature. We recognise that facilitation payments are a form of bribery that involves expediting or facilitating the performance of a public official for a routine governmental action. We recognise that they tend to be made by low level officials with the intention of securing or speeding up the performance of a certain duty or action. Gonesh Advocatuur does not allow kickbacks to be made or accepted. We recognise that kickbacks are typically made in exchange for a business favour or advantage.

## **Political Contributions**

Gonesh Advocatuur will not make donations, whether in cash, kind, or by any other means, to support any political parties or candidates. We recognise this may be perceived as an attempt to gain an improper business advantage.

## **Charitable Contributions**

Gonesh Advocatuur accepts (and indeed encourages) the act of donating to charities – whether through services, knowledge, time, or direct financial contributions (cash or otherwise) – and agrees to disclose all charitable contributions it makes. Employees are required however to be careful in ensuring that charitable contributions are not used to facilitate and conceal acts of bribery.

Gonesh Advocatuur shall ensure that all charitable donations made are legal and ethical under local laws and practices, and that donations are not offered/made without the approval of the compliance manager.

## **Other**

Anti-bribery laws in the Netherlands and those stipulated in European Regulations make it unlawful to bribe anyone in order to gain an "improper business advantage." An improper business advantage may involve efforts to obtain or retain business, as in the awarding of a contract, but also can involve regulatory actions such as licensing or approvals.

Examples of prohibited regulatory bribery include paying a foreign official to ignore an applicable customs requirement.

A violation can occur even if an improper payment is only offered or promised and not actually made, it is made



but fails to achieve the desired result, or the result benefits someone other than the giver (for example, directing business to a third party). Also, it does not matter that the person may have suggested or demanded the bribe, or that a company feels that it is already entitled to the government action.

Other less obvious examples include in-kind contributions, investment opportunities, stock options or positions in joint ventures, and favourable or steered subcontracts. The prohibition applies whether an item would benefit Gonesh Advocatuur or another person directly, such as a family member, friend or business associate.

Under the law, Gonesh Advocatuur and individual officials or employees may be held liable for improper payments by an agent or other intermediary if there is actual knowledge or reason to know that a bribe will be paid. Willful ignorance – which includes not making reasonable inquiry when there are suspicious circumstances – is not a defense, and it also does not matter whether the intermediary is itself subject to anti-bribery laws. All parties therefore must be alert to potential “red flags” in transactions with third parties.

## 5. Our Responsibilities

Gonesh Advocatuur and its affiliates must keep accurate books and records that reflect transactions and asset dispositions in reasonable detail, supported by a proper system of internal accounting controls.

These requirements are implemented through Gonesh Advocatuur’s standard accounting rules and procedures, which all personnel are required to follow without exception.

Special care must be exercised when transactions may involve payments to foreign officials.

Off-the-books accounts should never be used.

Facilitation or other payments to foreign officials should be promptly reported and properly recorded, with respect to purpose, amount and other relevant factors.

Requests for false invoices or payment of expenses that are unusual, excessive or inadequately described must be rejected and promptly reported.

Misleading, incomplete or false entries in Gonesh Advocatuur’s books and records are never acceptable.

Gonesh Advocatuur has established detailed standards and procedures for the selection, appointment and monitoring of agents, consultants and other third parties.

These standards and procedures must be followed in all cases, with particular attention to “red flags” that may indicate possible legal or ethical violations. Due diligence ordinarily will include appropriate reference and background checks, written contract provisions that confirm a business partner’s responsibilities, and appropriate monitoring controls. Personnel working with agents and other third parties should pay particular attention to unusual or suspicious circumstances that may indicate possible legal or ethics concerns, commonly referred to as “red flags.”

The presence of red flags in a relationship or transaction requires greater scrutiny and implementation of safeguards to prevent and detect improper conduct. Appointment of an agent or other third party ordinarily requires prior approval by an appropriate senior manager, description of the nature and scope of services provided in a written contract, and appropriate contractual safeguards against potential violations of law or Gonesh Advocatuur policy.

This Policy imposes on all personnel specific responsibilities and obligations that will be enforced through standard disciplinary measures and properly reflected in personnel evaluations. All officers, employees and agents are responsible for understanding and complying with the Policy, as it relates to their jobs.

Every employee has an obligation to:

- I. Be familiar with applicable aspects of the Policy and communicate them to subordinates;
- II. Ask questions if the Policy or action required to take in a particular situation is unclear;
- III. Properly manage and monitor business activities conducted through third-parties;
- IV. Be alert to indications or evidence of possible wrongdoing; and
- V. Promptly report violations or suspected violations through appropriate channels.



Any employee who has reason to believe that a violation of this Policy has occurred, or may occur, must promptly report this information to his or her supervisor, the next level of supervision, or Gonesh Advocaat's compliance officer.

Retaliation in any form against any person who has, in good faith, reported a violation or possible violation of this Policy is strictly prohibited. Persons who violate this Policy will be subject to disciplinary action, up to and including dismissal and termination of any existing engagement or commercial relationship. Violations can also result in prosecution by law enforcement authorities and serious criminal and civil penalties.

## **6. Your Responsibilities**

You must ensure that you read, understand and comply with this policy. The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working affiliated with or under the control of Gonesh Advocaat. All parties are required to avoid any activity that might lead to, or suggest, a breach of this policy. You must notify Gonesh Advocaat as soon as possible if you believe or suspect that a conflict with or breach of this policy has occurred or may occur in the future.

Any party who breaches this policy will face disciplinary action, which could result in criminal sanctions being imposed. We reserve our right to terminate our contractual relationship with certain individuals or parties if they breach this policy.