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# Anti-Bribery & Corruption Policy

Atlas Agro Holding AG

**13 December 2023**

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Policy owner:	General counsel
Approver:	Board of Directors
Policy statement:	The actual or attempted use of any form of Bribery or Corruption either directly or indirectly on Atlas Agro Holding AG's behalf to advance its business interests or those of its associates is strictly prohibited.

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## 1. Definitions

Unless stated otherwise, the capitalized terms used in this Policy shall have the meanings set forth in Appendix A to this Policy;

## 2. Our principles

We are committed to engaging in ethical business practices. The actual or attempted use of any form of Bribery or Corruption either directly or indirectly on behalf of any entity within the Group to advance its business interests or those of its associates is strictly prohibited.

The Company and all other entities within the Group strictly prohibit the use of Facilitation Payments.

## 3. Application of the Policy

This Policy applies to Staff as well as all Third-Party Partners.

The requirements of this Policy apply regardless of local customs and practices. Non-compliance may result in disciplinary action, up to and including termination of employment or other contractual arrangements. If there is a conflict between this Policy and a law or regulation, the more restrictive requirement shall apply.

Staff who refuse to pay a Bribe will not suffer any penalty, demotion, or other adverse consequence as a result, even if the Company and/or any other entity within the Group suffers losses or loses business.

This Policy will be reviewed by the General Counsel on an annual basis and shall be approved by the Board of Directors of the Company.

## 4. Responsibility for ensuring adherence to the Policy

The CEO and management team of the Company and each corporate entity within the Group have primary responsibility for ensuring adherence to this Policy and shall be supported by the Board of Directors of the Company and the General Counsel.

All Staff are required to, and shall ensure that all respective Third-Party Partners r comply with this Policy and to follow the reporting requirements set out in this Policy.

## 5. Enquiries

Any questions relating to this Policy should be referred to the General Counsel. If you have doubt about the propriety of a particular situation or proposed act, you should consult with the General Counsel at the earliest opportunity.

## 6. Prohibition on Bribery and Corruption

Staff must not give, offer, promise, accept, request, or authorize a Bribe, whether directly or indirectly through Third-Party Partners or other intermediaries. Bribes are illegal and may expose any entity within the Group and/or Staff member to criminal penalties, significant fines, and imprisonment. The Group has zero tolerance for Bribery and Corruption. Violations of this Policy are subject to disciplinary action up to and including termination.

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All entities within the Group strictly prohibit the use of Facilitation Payments, regardless of whether such payments are legal or common practice in a particular jurisdiction. This prohibition also applies to Third-Party Partners acting on behalf of any entity within the Group and it is important that this is clearly communicated to any such Third-Party Partner prior to its engagement.

If a Staff member or Third-Party Partner genuinely believes there is an imminent and serious threat to a person's health or safety if a payment demand is not met, such payment would not be considered a Bribe. In that situation, the incident should be reported immediately in accordance with Clause 7 and the payment recorded accurately in books and records of the relevant corporate entity within the Group.

## 7. Public Official Interactions

All Staff shall complete Anti-bribery and Corruption training on, or shortly after the date, of employment and, as applicable, prior to engaging with any Public Official (or any third party representing a Public Official), whether directly or indirectly through a Third-Party Partner or other intermediary. Following the training, and subject to an ongoing annual refresher requirement set out in Clause 3, Staff may engage in appropriate communications with Public Officials, including around understanding legislation, projects, contracts, and licenses. A prior approval by the Chief Executive officer of the Company is required each time the Company or any other entity within the Group submits any binding offer with regard to Anything of Value, including in response to a tender process, to a Public Official or government entity and prior to entering into a written agreement formalizing such Anything of Value with a Public Official or government entity.

## 8. Types of Bribery and Corruption

Bribery and Corruption can occur with respect to Public Officials and the private sector. Public Official Corruption is when Public Officials seek illegitimate personal gain through actions such as Bribery, extortion, cronyism, patronage, and embezzlement. Commercial Corruption occurs when Bribes are requested by, or offered to agencies, institutions, or individuals to win a contract or gain some other commercial benefit or advantage.

Acts of Bribery or Corruption commonly, but not always, involve public or government officials, their associates or anyone who is entrusted with power and/or information. Such persons could include (but are not limited to):

- A public official, whether domestic or foreign;
- A political candidate, political party, or party official;
- A representative of a government-owned or controlled organisation;
- An employee or representative of a public international organisation;
- Any other person(s) performing a function of a public nature; or
- Third-Party Partners

When giving, offering, promising, accepting, requesting, or authorizing Anything of Value, certain key Anti-Bribery & Corruption principles apply, namely each item must:

- be lawful and appropriate
- not be intended to, or perceived to, improperly influence the recipient
- not give rise to any perceived or actual conflict of interest between the Group, Staff, Third-Party Partners, or its counterparties
- not involve cash or cash equivalents, such as stored value cards or gift certificates
- not be excessive or repetitive; and
- be properly authorized and recorded

Requirements applicable to specific areas that present potential Bribery and Corruption risk are listed in Clauses 9 to 12 below.

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## 9. Third-Party Partners

Where Third-Party Partners are engaged to perform services for or on behalf of any entity within the Group, their behaviour and actions are likely to reflect on such entity within the Group, and in some cases, such entity within the Group will potentially be liable for the acts of those Third-Party Partners. Third-Party Partners performing services for, or behalf of any entity within the Group must not give, offer, promise, accept, request, or authorize a Bribe, whether directly or indirectly.

It is important that each entity within the Group takes appropriate steps to ensure that the actions and behaviour of Third-Party Partners acting for it or on its behalf will not reflect poorly on such entity within the Group, the Group generally and/or Staff or expose any of them to potential criminal or other regulatory liability. This means that sufficient due diligence must be undertaken on Third-Party Partners to ensure that they are suitable to be associated with the respective entity within the Group and to understand bribery and corruption risks associated with the relationship. Exhaustive provisions on anti-bribery and corruption related representations and warranties shall be elaborated in line with the requirements of this Policy and shall be included in agreements with Third-Party Partners acting for or on behalf of any entity within the Group.

## 10. Gifts and Entertainment

Staff are required to seek pre-approval in accordance with Gifts & Entertainment Policy of the Group before any gifts or entertainment are offered to third parties.

If you have any questions about whether you may offer or accept a gift, entertainment, or other item, you must consult with the General Counsel.

## 11. Community and Charitable Donations

Under certain, limited circumstances it may be appropriate for an entity within the Group to make community and charitable donations. In such cases, due diligence of the parties involved may be required to ensure that the community development agreement or charitable donation is not inappropriately connected to a Public Official who could improperly influence a favourable outcome or action for such entity within the Group or the transaction.

Staff members must not, give, offer, or authorize any charitable or community donations with the intent or purpose of obtaining any improper benefit. A prior written approval of the Chief Executive Officer and the General Counsel is required each time any corporate entity within the Group enters into a charitable, community development or other compensation agreement.

## 12. Political Donations

Political donations made by or on behalf of any entity within the Group are prohibited.

Staff are permitted to make political contributions in their personal capacity where the contribution is made in good faith (i.e., in support of a democratic process), does not impact ability of any entity within the Group and/or the Group generally to conduct business with, or provide services to, a particular government entity and complies with applicable laws and regulations.

Staff must not make political donations in their personal capacity that have, or could be perceived to have, an association with any entity within the Group and/or the Group generally. A prior approval by the CEO is required each time any Staff member makes personal political donations in a jurisdiction where the respective corporate entity within the Group is conducting diligence on a potential project, or developing, constructing, or operating a project, or similar.

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## 13. Record Keeping

Each corporate entity within the Group is committed to maintaining complete and accurate books, records, and accounts. All transactions, including payments, reimbursement requests, expenditures, expense reports, invoices, vouchers, gifts, and business entertainment must be properly and accurately entered into books, records and accounts of the relevant corporate entity within the Group in a timely manner, in detail, and with supporting documentation. It is never appropriate to mischaracterize transactions in any such books and records.

## 14. Reporting Bribery and Corruption

Staff must report any suspected or actual violations of this Policy and any attempted or actual instances of Bribery or other Corruption practices in relation to activities of any entity within the Group to the Chief Growth Officer or General Counsel. If Staff member reasonably suspects the General Counsel or the Chief Growth Officer has participated or is complicit in the suspected or actual violations, such Staff member must directly report the activity to the Chief Executive Officer or a member of the Board of Directors of the Company. Staff are protected from retaliation in accordance with applicable law and Whistleblowing Policy of the Group.

## 15. Training and Other Activities

Staff must complete anti-bribery and corruption training when required by the respective corporate entity within the Group and may, from time to time, be requested to participate in risk assessments designed to identify bribery and corruption risks across the business and the appropriate procedures to manage them.

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## Appendix A

### Definitions

**"Anything of Value"** shall mean any direct or indirect benefit, including cash, gifts, hospitality, expenses, reciprocal favours, business, or employment opportunities, political, charitable or community contributions, sponsorships, or offsetting arrangements;

**"Bribery"** or **"Bribe"** shall mean Anything of Value given, offered, promised, accepted, requested, or authorized (in each case, directly or indirectly) with the intent that any person, including a Public Official or private individual, is improperly influenced to act or make a decision so as to obtain or retain a personal or business benefit or advantage. It is irrelevant whether the bribe is successful in improperly influencing the other person or securing the business or personal benefit or advantage;

**"Company"** shall mean Atlas Agro Holding AG;

**"Corruption"** shall mean the misuse of public office or power for private gain, or misuse of private power in relation to business outside the realm of government;

**"Facilitation Payment"** shall mean a payment of any kind or nature made to a Public Official for his or her personal benefit to encourage him or her to expedite a routine or common government task that such Public Official is otherwise required to undertake (including, but not limited to, issuing permits or licenses) even if the payment was not made;

**"Group"** shall mean the Company and any and all of its subsidiaries, and each of them individually shall be referred to as a **"Member of the Group"**;

**"Public Official"** is a government official, whether elected or appointed; an officer or employee of a government agency or state-owned or state-controlled entity; a person performing a public service on behalf of government or government agency; a political party or party official; a candidate for political office; or an officer or employee of a public international organization. Family members and close associates of any Public Official are also considered Public Officials for purposes of this Policy;

**"Staff"** shall mean directors, officers, managers, employees, agency workers, secondees, consultants, and independent contractors of any Member of the Group; and

**"Third-Party Partners"** shall mean agents, intermediaries, joint venture partners, lobbyists, suppliers, vendors, and any other third party acting on behalf of, or providing services to, any Member of the Group.