



# Anti-Corruption Policy

## TER Chemicals Distribution Group

Version 1.0 – June 2024



## Introduction

TER Chemicals Distribution Group is committed to conducting its business with integrity, transparency, and in compliance with all applicable laws and regulations. The group voluntarily signed the UN Global Compact in 2021, committing to "work against corruption in all its forms, including extortion and bribery". The Group-wide anti-corruption policy is a part of this commitment to maintain and promote world-class standards of business integrity and trust wherever the group operates.

In addition to the corporate Code of Conduct and Ethics, this policy outlines the principles and guidelines that all employees of TER Chemicals Distribution Group, regardless of their position, must adhere to prevent corruption and bribery in any form. Third parties interacting with the group - suppliers, consultants, subcontractors, customers and other - are also expected to comply with these general principles and guidelines.

## Statement

TER Chemicals Distribution Group prohibits any form of corruption, including but not limited to fraud, bribery, extortion, and embezzlement. We are committed to fostering a culture of honesty, fairness, and accountability in all aspects of our business operations.

We are dedicated to fostering a culture of ethical behavior and compliance with anti-corruption laws. All employees play a crucial role in upholding these principles and ensuring the company's reputation for integrity. By adhering to this Anti-Corruption Policy, we contribute to a fair and transparent business environment.



14.06.2024  
Andreas Früh  
CEO



14.06.2024  
Uta Seiler  
CFO

## Compliance with Laws and Regulations

All employees of TER Chemicals Distribution Group must comply with all anti-corruption laws and regulations applicable in the jurisdictions in which the Group operates. This includes, but is not limited to, the German Criminal Code and the German law against corruption, the French Sapin II Law, the UK Bribery Act, the United States Foreign Corrupt Practices Act (FCPA), and any other relevant local laws.

## Prohibited Conduct

The following conduct is strictly prohibited:

- Any act of fraud, including offering, promising, giving, or accepting bribes, kickbacks, or any other fraudulent payments.
- Facilitation of payments for the purpose of influencing processes or decisions, even if such payments are common and/or generally accepted in the country in question.
- Engaging in any form of extortion, coercion, or embezzlement.
- Accepting or providing gifts or hospitality that could be perceived as intended to influence business decisions.
- Participating in any transactions that are intended to conceal the true nature of payments.

## Gifts and Hospitality

TER Chemicals respects and considers different cultural norms and business practices regarding the giving and receiving of small gifts and invitations to and from business partners. While it is customary to exchange gifts and provide hospitality in many business cultures, all employees must exercise caution to ensure that such exchanges do not compromise integrity.

This policy defines the circumstances in which gifts and hospitality may be given or received, as well as the circumstances in which gifts and hospitality should not be accepted and provides examples.

Examples: gifts and invitations should not be given or received, to

- obtain an improper reward or advantage.
- exert influence or pressure on suppliers, business partners or other third parties.
- obtain, retain or extend a contract or a beneficial contractual clause.
- obtain licenses or governmental agreements.

- receive exemption, in whole or in part, from the payment of taxes or fines.
- obtain information about a competitor's offer or an ongoing procurement process.
- speed up procedures such as the issuing of official approvals, the granting of customs releases and similar.

**Gifts & Hospitality are defined as follows:**

Gifts generally refer to items of value given to or by employees. They can be consumer goods, branded items, discounts, or cash.

Hospitality includes meals, beverages, and travel and accommodation expenses.

Examples are business meals, client trips, site tours, cultural, sporting events and holidays.

Providing or receiving benefits in the form of cash payments, securities, or commodities are generally not permitted, including:

- Cash or means of payment similar to cash like bank transfers.
- Securities such as stocks and bonds.
- Gold, precious stones and other precious metals.
- No-interest or low-interest loans.

Gifts and invitations should be business-related or have an obvious business connection. Business-related examples include invitations to conferences or other events that relate to the person's role or business, product-related advertising materials, or hospitality during business events or meetings. Invitations to activities that can also be perceived as a recreational event and that are sponsored by us or a business partner, e.g., sporting or cultural events, are not generally forbidden.

The following principle should be considered when determining if the invitation is acceptable: If the equivalent value of an invitation is as such, that the invited person could also afford to pay for the event privately, accepting may be approved, if a business context is set.

Invitations to private trips, leisure events, gifts to partners, family members or other persons outside a professional context are generally not permitted. It is also not acceptable to send or receive gifts to personal addresses. In this case, the employee should report a violation.

## **Occasion and Timing**

Occasions such as project completions, anniversaries, birthdays, or social events such as Christmas or New Year can be legitimate occasions for gifts and invitations. However, if there is no obvious reason for the gift, the giver or recipient needs to be able to explain the reason for it.

Characteristics of appropriate gift-giving are that the gift is given openly and transparently, is given only to express appreciation or gratitude, and is permitted by local law.

Employees should consider timing when evaluating whether a gift or invitation is significant from a compliance perspective. The following times or time periods should be assessed as critical for giving or receiving gifts or invitations:

- During ongoing tenders
- Before signing or prolonging contracts
- Before granting permits or authorizations
- Before issuing licenses
- Before issuing audits & audit results
- Before changing laws or regulations

During the specified periods, employees should follow an internal review process that critically examines gifts and invitations, asking for approval and waiting for the Anti-Corruption Officer to respond.

When planning gifts or invitations to business partners of the Group, employees should respect the policies of business partners and customers.

## **Estimated Value of gifts and hospitality**

Employee should estimate approximate value of the gift. Gifts with an approximate estimated value over €50 - are subject to approval.

When accepting an invitation, an employee should consider the occasion and timing criteria, the business context, and the appropriateness of the event.

If in doubt, an employee should seek guidance from a superior or the Compliance Officer.

## **Approval**

When an employee estimates value of the gift or adequacy of the invitation as exceeded the appropriate limits and circumstances, it must be reported to the superior

or directly to the Compliance officer. In this case, there will be an extended internal review and the employee will receive the response and guidance to follow.

If a gift or invitation does not comply with the rules set forth in this policy, the approval will not be given and the employee must politely decline the gift or invitation and, if applicable, return the gift or invitation.

### Reporting Violations

Employees who become aware of a potential violation of this Anti-Corruption Policy must immediately report it to their superior or directly to the designated Compliance Officer or by using the Whistleblowing tool available on the Group Infoweb. Reports may also be checked with the designated trust persons before reporting.

### Consequences of Violations

Violations of this Anti-Corruption Policy may result in disciplinary action, up to and including termination of employment. In addition, individuals who violate anti-corruption laws may be subject to civil and criminal penalties.

### Training and Communication

TER Chemicals Distribution Group will provide periodic training to employees on anti-corruption policy and the corporate code of conduct. Additionally, updates and reminders will be communicated to all employees to ensure awareness and understanding of the company's commitment to anti-corruption.

Contacts:

Anti-Corruption Officer	Christoph Feustel c.feustel@terchemicals.com
Whistleblowing tool	<a href="https://tergroup.integrityline.app/">https://tergroup.integrityline.app/</a>