



GHO-LC-007-P-EN Anti-Corruption Policy

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(Axel Kühner)

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(Hannes Moser)

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(Christian W. Schaumann)

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(Sigrid Huemer)

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(Maximilian Wellner)

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(Richard Bruemmer)

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(Herbert Landschützer)

Signed by



Axel Kühner

Chief Executive Officer



Hannes Moser

Chief Financial Officer



Anti-Corruption Policy

Guidelines for the prevention of corruption

1 Intention of the Policy

- ▶ The aim of this policy is to explain the provisions of the anti-corruption law, to combat and prevent corruption and to give specific instructions for actions and examples broken down into subject areas. The contents are principally applicable worldwide. As different laws apply in the countries, in which the Greiner Group operates, country-specific supplements or adjustments may be necessary, which are however in any case to be clarified with the Group Compliance Officer in advance and shall in any case require the approval of the Group Compliance Officer in order to be binding. The same shall apply to exceptions from the contents or stipulations in an individual case.

2 Scope

- ▶ This policy applies to all employees of the Greiner Group.

3 Policy Rules

- ▶ The Greiner Group and all employees commit themselves to only conduct business in a fair and correct manner. **Bribery and other forms of corruption are strictly forbidden.**
- ▶ Therefore, bribes or other inappropriate advantages may neither be offered nor given, nor in return may such advantages be demanded or accepted. This shall apply both to **direct as well as to indirect ways** (thus possibly disguised advantages in contracts that should serve as corruption payments to business partners or other third parties, e.g. deliberately excessive commission for a commercial agent or fictitious invoices or payments).
- ▶ In case of breaches of anti-corruption provisions there is a threat of **substantial sanctions** for the individual person, the company and the entire Greiner Group. In addition, acts of corruption cause an irreparable loss of image and trust among business partners and the public.
- ▶ In this context, attention is also to be paid to the fact that corruption is prosecuted on an international level. Certain laws – in particular the UK Bribery Act / US Foreign Corrupt Practices Act – are even valid worldwide and will therefore be applied irrespective of where or in which country offences are committed. **Laws do not know any borders!**
- ▶ In addition to the Compliance training, these guidelines should explain the topic of corruption and give clear instructions for actions. In case of unclear points or doubts whether a certain action is permitted or not the **Local Compliance Officers (LCO), the Division Compliance Officer (DCO) or the Group Compliance Officer (GCO) should be contacted at all times.** The same applies if legal clarifications are required in an individual case.



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4 Implementation

- ▶ All employees have to be instructed to carefully read this policy.

5 Further Policy Details

5.1 What is corruption?

- ▶ If someone offers or gives another person money or another inappropriate advantage so that he breaches the standards of conduct and stipulations that are to be complied with and acts in breach of his obligations, then this is deemed corruption. The person, who accepts or demands money or another inappropriate advantage also, of course, violates the law.
- ▶ Other terms for corruption are **bribery and corruptibility**.
- ▶ In case of corruption, a distinction is made between two subject areas: Corruption in the public sector (public officials) and corruption in the private sector. Corruption law plays a role in all areas of business life and must therefore always be complied with.

5.2 Who is a public official?

- ▶ A public official works in the public interest and must therefore always take a particularly neutral position. Therefore, corruption is **particularly frowned** upon in this field and is threatened with high penalties. Politicians, civil servants and employees of state companies (for example energy providers or hospitals) are principally covered by the term „public official“. The precise field of application may be defined differently depending on the country and cover different groups of persons – in case of doubt, the matter is therefore to be clarified by the LCO, the DCO or the GCO.
- ▶ Without a prior legal examination, it generally applies with regard to contacts with public officials that no monetary advantages or other benefits may be given to these persons.

5.3 What is an advantage?

- ▶ In case of acts of corruption, an advantage is given or accepted. An advantage is each benefit of a tangible and intangible kind which places the recipient in a better condition or which is beneficial for him. For example: Monetary payments, vouchers (pecuniary advantage), valuables, services, theater tickets, procurement of a job, presentation of awards, etc. An advantage to closely associated persons (e.g. relatives) is also to be seen as a personal advantage.
- ▶ It is **irrelevant** whether the granting of an advantage / acceptance of an advantage is carried out **before, during or after the act** of misuse or act in breach of the obligations by the other person.



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5.4 Gifts and invitations

- ▶ General business customs in line with gifts for occasions, customary entertainment or other benefits of a **reasonable value** are principally permitted on both sides towards business partners. The assessment criterion in such cases is the stipulation that the exertion of an influence on the business decision is excluded and the **proportionality** is complied with, whereby here the hierarchical position in the company is also to be taken into consideration here. All acts must be carried out in a transparent manner, thus be documented by corresponding receipts or invoices. The frequency of gifts or invitations and a possible time proximity to ongoing contractual negotiations are also points that must be taken into consideration.
- ▶ For example an invitation to a customary local lunch or a small gift (e.g. a bottle of wine of a low value) will be less problematic than an invitation to a star-restaurant.
- ▶ In any case, the acceptance or granting of cash or benefits similar to cash (e.g. vouchers) is not allowed.
- ▶ Invitations from business partners to events can be accepted if these are in the business interest of Greiner. No unreasonable personal advantages may be accepted on these occasions. Possible costs (in particular for the travel and overnight accommodation) should principally be borne by the respective Greiner company owing to the operational necessity.
- ▶ To summarize, an overall consideration of all circumstances is always to be carried out in an individual case. Each person concerned has to decide independently, at his own responsibility and with the required rationality whether a gift or an invitation is feasible according to the described criteria or not. In case of uncertainty or doubts, either the approval of the direct superior is to be obtained or the LCO/DCO/GCO is to be contacted.
- ▶ Of course, there may be situations in daily business life in which employees of the Greiner Group are **“surprised” by possible inappropriate gifts by business partners**, a (even if wanted) refusal of the acceptance currently, however, appears to have a negative effect on the further business relationship (e.g. feared loss of face towards a business partner) and a Compliance-clarification is not directly possible. In such cases, a clarification is to be carried out as soon as possible afterwards with LCO/DCO/GCO who decide about further procedure (e.g. return or donation of gift).
- ▶ Without prior legal examination it generally applies, with regard to the contact with public officials, that no gifts or invitations may be given out.

5.5 Subject areas / examples

- ▶ Topics are treated below and examples are given that may occur at all times in the daily business. They should increase the in-depth understanding for corruption and represent an aid for orientation. In case of unclear points or doubts whether a certain act is admissible or not, the direct superior or the LCO/DCO/GCO should be contacted at all times.

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Corruption in the public sector

The head of purchasing of a state hospital says that there are currently three equivalent bidders and a monetary payment would certainly have a “positive” influence on his decision. In such a case no payment may be made and the contact is to be discontinued immediately and the management and the LCO/DCO/GCO are to be informed.



The Mayor of the municipal authority of a Greiner location is regularly invited to lunch and receives gifts in order to have a positive influence on him because an additional construction to the location will be necessary in two years and the Mayor is responsible for the building approval. This procedure is a forbidden exertion of an influence on the official activity of the Mayor and is therefore to be refrained from.



There may be situations in which a permit or something similar is required urgently. A benefit to a civil servant (e.g. a gift) so that he settles the matter faster than usual is in any case not permitted. By the preferred settlement the civil servant breaches his obligations to principally process all applications consecutively and to treat all applicants equally, and if someone gives him an advantage for this purpose, this is deemed corruption.



A possible business partner is a company, which is presumably at least partly owned by the state. This can, for example, be the case with a hospital. Before a benefit or invitation is carried out towards this business partner, it is to be clarified whether he concerns a public official. Should the business partner be seen as a public official from a legal point of view, then special caution and the involvement of the LCO/DCO/GCO is required.



A public official will be invited to give a lecture at a company event and receives a reasonable fee for this purpose. In this case it does not concern any “classical” corruption, because the monetary payment (fee) is for an agreed service of the public official. As it cannot be generally excluded whether such conditions are nevertheless forbidden in local legal systems, a legal clarification of all circumstances is in any case to be carried out in an individual case and the management and the LCO/DCO/GCO are to be informed.



In a tender procedure in which a Greiner company participates, the decision should be made shortly before Christmas by the head of purchasing of a state hospital. With the intention to thus put the head of purchasing in a well-disposed mood so that he awards the contract to Greiner, a particularly expensive Christmas gift should be handed over. This is, however, in no way permitted, because this granting of an advantage would represent an offence of corruption.





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An approval procedure concerning an additional construction with the operating plant is carried out lawfully according to all stipulations and the permit is also granted successfully. Two weeks later the project manager of the Greiner company would like to thank the responsible civil servant for his work and gives him a voucher for a wellness weekend in a nice hotel as a „thank you“. This act breaches the law, because it is of no interest with regard to a specific official business when the advantage is granted. Subsequent gifts are therefore also inadmissible.



Corruption in the private sector

A Greiner employee is given the instruction by his superior not to conclude any business transactions with a certain supplier. A seller of this supplier promises the Greiner employee an advantage (e.g. monetary amount, vouchers, promise of a job for a relative of the Greiner employee), if the supplier is nevertheless commissioned. The commission is carried out following this. – This is a clear case of corruption. The Greiner employee acts in breach of his obligations (against the instruction) and for his own advantage.



A commercial agent, with whom the cooperation has been working well for many years, requests in a special business case an unusually high commission compared to the other cases. It is necessary to be critical here and to scrutinize the matter in more detail – the reason for the unusually high commission can possibly be due to the fact that the commercial agent needs part of his commission for a bribe (indication of a possible corruption). In suspicious cases the direct superior and the LCO/DCO/GCO are to be contacted.



There are various indications in which corruption can be recognized internally. Should a colleague, for example, have an inexplicable preference for a certain business partner or make unexpected and illogical decisions, this may indicate that this colleague is possibly receiving an inappropriate advantage for his conduct. In suspicious cases, the direct superior or the LCO/DCO/GCO is to be contacted. As a personal contact on such occasions may be problematic, an anonymous report via the Greiner Whistleblowing is also possible at all times (www.tell-greiner.com).



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Gifts and invitations

A bottle of wine of a reasonable value may be given as a gift to a business partner for his birthday. It is also permitted to accept a customary and proportionate small gift from a business partner if it does not concern cash or a pecuniary advantage (e.g. voucher).



An invitation of a business partner to a concert with catering in the VIP area is in any case critical from a compliance point of view because the prerequisites of customary nature and appropriateness are extremely questionable and this is possibly more a personal advantage than in the interest of Greiner as a company. On the whole, there are principle doubts about the admissibility of such invitations and such cases are always to be clarified with the direct superior or LCO/DCO/GCO.



Indirect benefits can also be problematic. It would, for example, not be allowed to make a large donation to a cultural association if it is recognizable that the head of purchasing of the customer is a member of the Association's Executive Board. The donation would fall in the personal scope of interests of the head of purchasing and thus potentially influence his decision. The case would be even more critical if this were to be close in time to the initiation of an order.



With invitations to a business dinner, the criteria of appropriateness and proportionality are always to be complied with. On the other hand, the business customs, which above all depend on the position of the parties involved in the company or their hierarchical position, are always to be taken into consideration. An invitation to a 6-course menu is unproblematic on the group management level; on the level of employees, on the other hand, it will be problematic. The invitation to a meal in the customary local extent is generally seen as normal as a lunch after a meeting in the canteen of the business partner. In all cases a sensible estimate should be made at one's own responsibility and, in case of doubt, the direct superior or LCO/DCO/GCO should be asked.



A business partner, with whom a cooperation has existed for many years, would like to express his gratitude for the good cooperation and sends a voucher in the amount of 200 US-Dollar for a wellness hotel. It is in any case not permitted to accept this, because the voucher concerns a pecuniary advantage which generally may not be accepted (and not handed over either). In addition, the value of 200 US-Dollar principally does not correspond with the stipulations of the appropriateness and proportionality.





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If a business partner would grant a Greiner employee exclusively reduced conditions (e.g. special discounts), to which otherwise no other Greiner employee or generally no other person is entitled, this is procedure is accordingly extremely critical because unreasonable business decisions of the Greiner employee could be effected hereby. Such cases are always to be clarified with the direct superior or LCO/DCO/GCO in advance.



Change log

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