



INVESTANCIA

Anti-Bribery & Corruption Policy

Investancia



1 Introduction

At Investancia, we are committed to conducting business ethically and transparently. Our success depends on adhering to the highest legal and ethical standards, wherever we operate. Accordingly, bribery and any other forms of unethical business practice are strictly prohibited.

When working for Investancia, all our employees, officers, directors ("**Employees**") and our business associates (e.g. partners or any third party engaged by us to do business on our behalf) ("**Third Parties**") are required to uphold this commitment by understanding the requirements of this ABC Policy and by always following Investancia's ethical standards. Bribery not only violates our ABC Policy and Code of Conduct, it violates the law and can have very serious consequences.

The purpose of this ABC Policy is to ensure that all Investancia Employees and Third Parties adhere to anti-bribery laws and regulations worldwide, including but not limited to the UK Bribery Act, U.S. Foreign Corrupt Practices Act (FCPA), and local laws in the countries where Investancia operates.

2 Scope of the ABC Policy

This ABC Policy applies to all Employees and Third Parties, in all countries where we operate. It covers interactions with both public and private sectors, including government officials, clients, suppliers, and other business partners.

3 Key Definitions

Bribery: Offering, giving, receiving, or soliciting something of value with the intent to influence the actions of a person in a position of power.

Corruption: Abuse of entrusted power for private gain.

Donations: Contributions to an organisation (rather than individuals), where there is no expectation of anything in return.

Facilitation Payments: Small, unofficial payments made to expedite or secure the performance of routine government actions (e.g., processing permits, customs procedures).



Government Official: Official or employee of any government agency, ministry, or department of a government, including any person acting in an official capacity for a government, regardless of rank or position; any official or employee of a company wholly or partially controlled by a government, but excluding employees seconded to such companies; a political party or any official of one; any candidate for political office; any officer or employee of a public international organization (such as the United Nations, the World Bank or the European Commission); and immediate family members (spouse, dependent child, parent or household member) of any of the people listed.

Social Investments (SI): The contribution of skills and/or resources to a host society to provide lasting benefit to the host society and/or the environment and to Investancia. SI activities may range from increasing local capacity building skills to supporting national education, health or conservation programs. SI may be voluntary or required by a host government under a contract.

Sponsorships: A form of advertising to promote the Investancia brand in which Investancia offers funding to a company, association or other institution in return for a range of promotional opportunities.

4 ABC Policy Statement

Investancia strictly prohibits all forms of Bribery, Corruption and Facilitation Payments. You must not offer, pay, request, agree to receive, or accept any form of bribe, personal payment, gift or favor, whether directly or indirectly, to secure business advantages, expedite services, or gain undue favor. In particular, you should never allow gifts and hospitality, either offered or received, to influence business decisions or give other people a reason to suspect there might be an influence.





5 Facilitation Payments

Investancia prohibits the use of facilitation (or “grease”) payments to Government Officials or private business in order to expedite or secure performance of a routine duty which that person is already obliged to perform and where such payment would exceed what is properly due. Exceptions may be considered in circumstances where an individual’s safety is at risk, but such instances must be reported as soon as possible.

If a facilitation payment is requested or demanded, it must be reported immediately to your direct line manager and the Investancia’s Head of Legal.

6 Conflict of Interest (COI)

6.1 All employees and representatives of Investancia must avoid situations where personal interests conflict, or could be perceived to conflict, with the interests of the company. A conflict of interest occurs when an individual's private interest (or the interest of a member of their family) interferes, or appears to interfere or could potentially interfere, with the interests of the Company as a whole. Examples of conflicts include:

Personal financial interests: Holding a financial interest in a competitor, supplier, or client that (potentially) could compromise objectivity.

Family and personal relationships: Situations where close family members, friends, or partners work for or are involved in Investancia’s competitors or customers, (potentially) affecting impartiality.

Outside employment or directorships: Engaging in secondary employment or board roles that (potentially) conflict with Investancia’s interests.

6.2 Persons who have questions about an actual, potential or perceived conflict of interest or who become aware of an actual, potential, or perceived conflict, must discuss the matter with, and seek a lawful determination and prior authorisation or approval from their supervisor or the Head of Legal, using the COI Form (see appendix B to this ABC Policy).



6.3 A direct line manager may not authorise or approve conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first providing Investancia's Head of Legal with a written description of the activity and seeking the Head of Legal's written approval. If the line manager or Head of Legal is involved in the potential or actual conflict, the matter must instead be discussed directly with the Investancia's CFO.

7 Gifts & Entertainment

7.1 While modest gifts and hospitality can foster good business relationships, they must be appropriate and reasonable. Therefore, nominal and infrequent gifts and entertainment may be given to or received from third parties in the course of business, provided the following requirements are met:

- a. The gift or entertainment is not made with the intention of improperly or illegally:
 - influencing the other party to obtain or retain business or a business advantage;
 - rewarding the provision or retention of business or a business advantage;
 - exchanging (explicitly or implicitly) favours or benefits; or
 - expecting to receive something of value in return.
- b. it is not linked or cannot be linked to important business decisions during sensitive decision periods;
- c. it is not illegal under local law or under laws with international effect (e.g., US FCPA, UK Bribery Act);
- d. it does not include cash or cash equivalents;



- e. it does not include a loan;
- f. it does not include personal services;
- g. it does not include events/meals where the other party is absent or where the spouse of the other party is present;
- h. it does not include per diem payments offered as an alternative to gifts, meals, lodging, entertainment or travel-related expenses (unless required by contract or local government regulation);
- i. it is appropriate under the circumstances and customary in that region - for example, customary small gifts given at national or public holidays;
- j. it is given openly, not secretly; and
- k. (if required) proper approval is received based on the procedure below.

7.2 The procedures set forth below must be followed whenever you are giving or receiving gifts or entertainment:

Government Officials

No gift or entertainment can be given to a Government Official, except in countries where giving a gift or entertainment to a Government Official is legally permissible and customary. The gift or entertainment in no event can be given to improperly or illegally influence the Government Official, or to “facilitate” or expedite a routine procedure.

Any Employee wanting to give or receive a gift or entertainment (to or from a Government Official) must receive prior written approval from both 1) Investancia’s Head of Legal, as well as 2) Investancia’s CFO using the Gift & Entertainment Approval Form attached as Appendix A (regardless of the value of the gift or entertainment).



Others

When giving or receiving any gift or entertainment to or from any third party (other than a Government Official), you must follow the guidelines in the chart below:

| Gifts | Entertainment (including business meals) | Approval Requirements |
|-----------------------|--|--|
| Up to USD 50 in value | Up to USD 100 per person in value | No approval required |
| Above USD 50 in value | Above USD 100 per person in value | Written <u>pre-approval</u> from: 1) Investancia's Head of Legal, using the Gifts & Entertainment Approval Form attached as Appendix A (" Approval Form "); 2) Investancia's Head of Legal forwards the completed and approved Approval Form to Investancia's CFO (with a copy to the requesting employee). |

Prior approval is not usually possible when someone is presenting a gift to you, thus for gifts requiring approval, submit your completed Approval Form within 7 days after you received the gift. If approval is not granted, the gift shall be given to the CFO who will collect such unapproved gifts and either donate them to a charity or provide them in a raffle available to all employees in the office or site.

Declined offers of cash and exorbitant, excessive personal items (e.g. jewelry, watches) should be reported to Investancia's Head of Legal.



8 Third-Party Relationships

Investancia can be held liable for corrupt activities carried out by Third Parties acting on our behalf. We must take care to select third-party business partners who uphold our standards and values.

Due Diligence: Conduct Third Party due diligence on agents, intermediaries, and other third parties to ensure their reputation and compliance with anti-bribery laws (in accordance with Investancia's Third Party Due Diligence Policy).

Contractual Obligations: All contracts with Third Parties should contain clear anti-bribery and corruption provisions.

9 Social Investment Funding, Donations & Sponsorships

9.1 Investancia recognizes the importance of contributing to social causes. However, it is critical to ensure that such contributions are made transparently and not as a means to obtain or retain business improperly. Funding of Social Investments, Donations and Sponsorships must never improperly influence a business outcome and must always be contributed to a legitimate organisation and not to any individual.

Social Investments: Funding for community projects or other social investments must align with Investancia's values and be approved by Investancia's CFO.

Donations: Charitable donations to causes and organizations that are not politically affiliated must not be used as a subterfuge for bribery. All charitable contributions must be transparent, legal, and approved by Investancia's CFO.

Sponsorships: Sponsorship activities should reflect Investancia's commitment to responsible business and should not be used to gain an improper business advantage. All sponsorships require approval from the Legal & Compliance Department.



9.2 Social Investments, Donations and Sponsorships carry certain bribery and corruption risks, particularly in relation to the interaction with third parties.

9.3 Before offering or committing any funds, Investancia commits to:

- a. ensure that the proposed recipient is a legitimate organisation and not an individual,
- b. identify whether a Government Official is involved or connected with the proposed recipient to prevent this being perceived as a bribe;
- c. follow the steps in Investancia's Third Party Due Diligence Policy; and
- d. ensure ABC clauses are included where a contract is in place.
- e. ensure the business or function that executed the social investment, donation, or sponsorship must save all relevant documents and approvals as records.

9.4 Social Investments, Donations and Sponsorships involving a Government Official require the approval from both 1) Investancia's Head of Legal, as well as 2) Investancia's CFO using the Gift & Entertainment Approval Form attached as Appendix A (regardless of the value of the gift or entertainment).

10 Political Contributions

Investancia does not make political contributions. Employees are free to support any political party or entity on a personal level. However, this must be kept separate from Company business. Employees and third parties are prohibited from using company funds to make any direct or indirect political donations.





11 Compliance & Training

All Investancia employees are required to undergo training on anti-bribery laws and this ABC Policy to ensure ongoing compliance. Training will be conducted at least annually.

12 Speak Up & Reporting

If you suspect a violation of this ABC Policy, it is your responsibility to speak up and report the issue immediately. Investancia will not tolerate retaliation against anyone who raises concerns in good faith.

Reporting Channels: You can report bribery or corruption concerns to your direct line manager, local management, HR, Legal & Compliance, or anonymously through our Speak Up Helpline.

Investigation: All reports will be promptly and thoroughly investigated by the Speak Up Committee.

13 Sanctions for non-compliance

Violations of this ABC Policy will lead to disciplinary action, up to and including termination of employment or contract, and may result in criminal prosecution.

14 Review of the ABC Policy

This ABC Policy will be reviewed annually by the Legal & Compliance Department to ensure it remains up-to-date and effective in preventing bribery and corruption. Any changes will be communicated to employees and relevant third parties.

APPENDIX A - GIFTS & ENTERTAINMENT APPROVAL FORM

Part 1 – Details of employee offering or accepting the gift or entertainment

| | |
|----------------------------------|--|
| Name | |
| Job Title | |
| Department | |
| Email Address / Telephone Number | |
| Date | |

Details of the gift or entertainment:

| | | |
|--|------------------------------|-----------------------------|
| Description of gift / entertainment | | |
| Value / estimated value of gift / entertainment | | |
| Reason for offering or accepting the gift or entertainment | | |
| Details of the person / organisation offering or accepting the gift or entertainment | | |
| Are you offering a gift or entertainment to a Government Official? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| Relationship (or future relationship) with the person / organisation offering or accepting the gift or entertainment | | |
| How many times have you given or accepted gifts or entertainment to / from this person / organisation in the last 12 months? | | |
| Are you aware of Investancia's bribery and corruption risks associated with offering and accepting gifts and entertainment? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |



Part 2 – Authorisation by Head of Legal

| | | |
|---------------------|-----------------------------------|-----------------------------------|
| Decision | <input type="checkbox"/> Approved | <input type="checkbox"/> Rejected |
| Reason for decision | | |
| Signature | | |
| Name | | |
| Date | | |

Part 3 – Authorisation by CFO (if applicable)

| | | |
|---------------------|-----------------------------------|-----------------------------------|
| Decision | <input type="checkbox"/> Approved | <input type="checkbox"/> Rejected |
| Reason for decision | | |
| Signature | | |
| Name | | |
| Date | | |

APPENDIX B – CONFLICT OF INTEREST FORM

| Employee details | | | | |
|--|--|--|---|---|
| Name | | | Position Title | |
| Location | | | Email | |
| Manager details | | | | |
| Name | | | Position Title | |
| Location | | | Email | |
| Description of the Conflict of Interest | | | | |
| <p>State the specific conflict of interest by indicating one or more situations in which you or any of your family members or close friends are involved, such as relationships with suppliers, customers, distributors, newly hired personnel, sale of services or products, etc.</p> | | | | |
| Management Plan for the Conflict of Interest | | | | |
| <p>Give a summary of the management plan that will ensure conflict risks are managed and resolved in the company's favor rather than the employee's. The employee and manager should discuss and document mitigation actions to manage the conflict. These are some mitigation action options that can be implemented (this is not an extensive list):</p> <ol style="list-style-type: none"> 1. restrictions are placed on the employee's involvement in the matter; 2. a not conflicted third party is used to oversee part or all of the process that deals with the matter; 3. the employee removes themselves, or is removed, from the matter; 4. the employee relinquishes the private interest that is creating the conflict. Where relinquishing the interest is not possible (e.g., relationship with family) and the conflict cannot be managed using one of the other options above, the employee may consider resigning. | | | | |
| Management plan will be reviewed | | | | |
| <input type="checkbox"/> Within 1 month | <input type="checkbox"/> Within 3 months | <input type="checkbox"/> Within 6 months | <input type="checkbox"/> Within 12 months | <input type="checkbox"/> N/A (as the conflict is a one-off of short duration) |
| Employee declaration | | | | |
| <p>I declare that to best of my knowledge, the information in this form is true and correct. Any actions described in the management plan for the conflict of interest of the form have been put in place to effectively manage any actual, perceived or potential conflict of interest. I undertake to adhere to any conflict of interest risk management plan set out to ensure that the Company's reputation and interest is adequately protected.</p> <p>I undertake to make further declaration should a change in my circumstances give rise to an expectation of a conflict of interest.</p> | | | | |
| Employee declaration | | | | |
| Employee's signature | | | | |
| Name | | | | |
| Date | | | | |
| Manager declaration | | | | |
| <p>I undertake to adhere to any conflict of interest risk management plan set out in the Management plan for the conflict of interest section, and to monitor my employee's adherence to the management plan, which is in place to ensure that the Company's reputation and interest is adequately protected.</p> | | | | |
| Manager's signature | | | | |
| Name | | | | |
| Date | | | | |

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