



GLOBAL ANTI-CORRUPTION POLICY

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**ANTI-CORRUPTION POLICY**

Technimark Holdings LLC (together with its subsidiaries and all entities controlled, controlling, or under common control with Technimark Holdings LLC, “Technimark” or the “Company”) operates in a wide range of legal and business environments, many of which pose challenges to our ability to conduct our business operations with integrity. As a company, we strive to conduct ourselves according to the highest standards of ethical conduct. Throughout our operations, the Technimark seeks to avoid even the appearance of impropriety in the actions of our directors, officers, employees, and Representatives (as defined below).

This Global Anti-Corruption Policy (this “Policy”) provides guidance and establishes procedures to avoid corruption. Violations of this Policy may expose Technimark and its Representatives (as defined below) to potential civil and criminal liability under the U.S. Foreign Corrupt Practices Act (“FCPA”), as well as foreign laws such as the U.K. Bribery Act 2010, the Criminal Justice (Corruption Offences) Act 2018 of Ireland, The Anti- Unfair Competition Law of the PRC (Competition Law 2019), The Amendment to the Criminal Law of the PRC (12), the Mexico Anti-Corruption Amendments of 2015, and the Mexico National Anti-Corruption Systems Laws (2017) (collectively, and together with all other laws regulating bribery or corruption in any jurisdiction where Technimark is organized, has a location, or conducts business, including provisions of the criminal law of each such jurisdiction, “Applicable Law”). Technimark takes a zero-tolerance approach to bribery and corruption. You must comply with this Policy, all Applicable Law, and related procedures at all times. Accordingly, failure to do so will be treated as a disciplinary matter and may result in the immediate termination of your employment for cause (or termination of any other contractual relationship with Technimark for breach), to the extent permitted under the applicable laws. In order to help Technimark meet its commitment to integrity and ethics, we expect each employee to review the content of this policy during their on-boarding process as part of the Code of Conduct training and execute the Certification attached hereto. Annual re-certifications will also be required for certain positions designated by senior management with signed Certifications in the form attached hereto.

This Policy contains information intended to reduce the risk of corruption and bribery from occurring in the Company's activities. The Company strictly prohibits all forms of corruption and bribery and will take all necessary steps to ensure that corruption and bribery do not occur in its business activities.



## GLOBAL ANTI-CORRUPTION POLICY

### I. SCOPE OF POLICY

This Policy is applicable to all of Technimark’s operations worldwide. This Policy applies to all officers, directors and employees of Technimark (“Company personnel”), together with any agents, consultants, joint venture partners, contractors, vendors, attorneys, accountants, advisors, or other third-party representatives acting for, on behalf of, or at the direction of Technimark (collectively, “Agents” and together with Company personnel, “Representatives”).

### II. ANTI-BRIBERY: U.S. AND FOREIGN GOVERNMENT OFFICIALS

Various U.S. laws, including the FCPA, regulate gifts to U.S. and foreign government officials. These statutes strictly prohibit bribery of foreign officials. Accordingly, you may not offer or give anything of value to any government official, unless you have received approval from the Chief People Officer and General Counsel. Prior approval is necessary because violations of laws regulating such gifts can result in civil and criminal liability for Technimark and you.

#### A. General Principles

This Policy prohibits any bribery or related conduct that may violate these laws or others intended to combat corruption. In short, this Policy prohibits any Representative of Technimark from directly or indirectly making, promising, authorizing, or offering anything of value to any U.S. government or foreign official to obtain or retain business, direct business to another entity, or to obtain an improper business advantage. This prohibition applies regardless of whether the employee or agent seeks reimbursement for, or uses Company funds for, the gift or payment in question. Even payments out of your personal funds may result in criminal liability.

#### B. Definitions

##### 1. “Anything of Value”

Technimark forbids what you may traditionally think of as bribes, as well as conduct you may not think of as a bribe or even improper, but that fits a legal definition of corruption. For example, buying an expensive dinner for a tax official during a tax audit may be considered a bribe or raise the appearance of improper dealings.

“Anything of value” is meant to be very broad. It includes, for example: (i) cash or cash equivalents (*e.g.*, gift cards), (ii) gifts, (iii) gratuities, (iv) goods, (v) loans, (vi) entertainment or tickets, (vii) meals or drinks, (viii) travel or lodging, (ix) political or charitable contributions, (x) personal favors, (xi) paying bills for others, (xii) forbearances (*i.e.*, abstaining from the enforcement of a right), (xiii) hiring someone’s friend or relative and (xiv) anything else valuable to the recipient, even if not valuable to anyone else.

This Policy also prohibits Technimark personnel from giving anything of value to any person, including third parties, while knowing, or having reason to suspect, that all or some portion of the thing of value will be offered, given, or promised to a U.S. government or foreign official to corruptly influence that official.



## GLOBAL ANTI-CORRUPTION POLICY

On occasion, a government official may attempt to solicit or extort improper payments or anything of value from Company personnel or other Agents. Such Company personnel or other Agent must inform the government official that Technimark does not engage in such conduct and immediately contact the General Counsel of the Company.

### **2. “U.S. Government Official” and “Foreign Official”**

As noted above, providing anything of value to a U.S. government official or foreign official may be bribery. For the purposes of this Policy, a U.S. government official or a foreign official shall include:

- any elected or appointed official or other officer or employee in executive, legislative, or judicial branches of the U.S. federal government, a foreign national government, or a state, provincial, municipal, or other local government, or any department, agency, or instrumentality thereof,
- any officers or employees of a company or business owned in whole or in part or controlled by a government (a state owned or controlled enterprises),
- any foreign political party or political party official,
- any candidate for political office,
- any official or employee of certain public international organizations (such as the United Nations, NATO, World Bank, or European Union), and
- anyone acting on behalf of any of the above.

### **C. Guidance For Determining Whether Gifts or Payments Are Permitted**

The key to whether a particular gift or payment is improper is whether it is made “corruptly.” A gift or payment is only corrupt if it is intended to induce the recipient to misuse his official position by, for example, overlooking a violation or tolerating non-compliance with the law (*e.g.*, environmental or worker safety laws), not performing a required task (*e.g.*, not conducting a required inspection prior to issuing a permit), or directing business to Technimark or another entity (*e.g.*, accepting a bid from Technimark or an affiliate for any reason other than a good faith business evaluation of all bids).

Many utility companies or other vendors in other highly regulated industries are owned or controlled, in whole or in part, by a local governmental agency or instrumentality. In such circumstances, ordinary course payments for provision of goods or services supported by an invoice from the vendor and specifically detailing the goods or services provided, which shall be at reasonable market rates, are generally not prohibited by this Policy.

The FCPA recognizes that there are also some legitimate circumstances in which a company may offer something of value to a government official. Thus, the FCPA permits companies to provide reasonable and bona fide expenses to government officials, if those expenses are directly related to either the promotion, demonstration or explanation of products or services or to the performance of a contract. Consistent with these principles, the following are examples of permitted expenses:



## GLOBAL ANTI-CORRUPTION POLICY

- Travel and lodging to visit company facilities or operations or associated with training on company products or services.

**Note:** Such travel expenses must be reasonably related to these purposes. Thus, plane fare to and from company facilities would be appropriate. Payment for a side trip to Las Vegas would not be.

- Product demonstrations or promotional activities, including moderately valued promotional, Technimark branded items, such as a pen or umbrella with a Technimark logo, and sample products that are not excessively valued.

**Note:** What is “excessively valued” will depend on the particular facts and circumstances of the product and the need for the official to sample it.

- Business meals

**Note:** The FCPA does not prohibit all forms of hospitality to government officials. Thus, reasonably priced business meals that are intended to allow the participants to get to know each other or to have business discussions in a more relaxed atmosphere are permissible.

To the extent that you have questions regarding whether a particular expense is permitted, you must consult with your manager.

### **D. Extortion Payments**

Extortion payments are payments that are necessary to ensure the health or safety of Technimark personnel. Payments to avoid the possibility of imminent physical harm or illegitimate or unauthorized detention are considered necessary to ensure health or safety. Threats of purely economic harm, with no accompanying threat of physical harm, are not considered necessary to ensure health or safety. Demands for such payments must be reported to the CEO and General Counsel immediately and no such payments may be made unless approved in writing by the CEO. Extortion payments must be accurately reflected as extortion payments in Technimark’s books and records.

### **E. Facilitating Payments Are Prohibited**

A facilitating payment is a payment of small value made to low level or clerical government employees to obtain the performance of a non-discretionary, routine governmental action to which Technimark is legally entitled, such as clearing customs, processing visas/permits/licenses, providing police protection, and providing utility services. Technimark does not permit facilitating payments under any circumstances.

To the extent you have any questions regarding facilitating payments, contact your manager before making any payment. If, contrary to this Policy, a facilitating payment is made, the



## GLOBAL ANTI-CORRUPTION POLICY

payment must be reported to the CFO, and properly recorded as a “facilitating payment” in Technimark’s books/records.

### **III. ANTI-BRIBERY RELATED TO NON-GOVERNMENT OFFICIALS**

Bribery of non-government officials, such as suppliers, dealers or other private third-parties, is referred to as commercial bribery. Technimark prohibits commercial bribery. Accordingly, the same rules for providing things of value to government officials that are set forth in Section II also apply to nongovernment officials. If you have any questions regarding providing things of value to nongovernment officials, please consult with your manager or the People Department.

### **IV. CONTRACTING WITH THIRD PARTIES**

Technimark can be held liable for violations of anti-corruption laws committed by Representatives. Company personnel must conduct appropriate risk-based due diligence to assess the anti-corruption risk relationships that such third parties may pose. Company personnel who become aware of a possible anti-corruption law violation committed by any of Technimark’s business partners must immediately inform their manager, Technimark’s General Counsel and the Chief People Officer.

Technimark has developed the following, non-exhaustive list of third-parties who might interact with foreign officials and entities on behalf of Technimark:

- companies involved in the shipping and customs process,
- sales agents or other sales representatives,
- marketing, public relations, communications, or event planning firms,
- consultants retained to assist in obtaining licenses or permits or other authorizations, including government relations consultants, tax consultants, general contractors, law firms, and consultants retained to lobby government officials with respect to legislation, regulatory activities, or other government functions, and
- visa processing agents.

The amount of due diligence may depend on, among other things, the nature of the relationship, the level of anti-corruption risk involved, the nature of the services being performed, the location of the services being performed, and the relationship. For example, large publicly-traded agents with well-respected national or international reputations, such as FedEx Corporation, may require no due diligence.

#### **A. Due Diligence Procedures**

Any Technimark Representative proposing a relationship with the third-party must complete the following steps before using or making a commitment to use the third-party agent:

- In the case of proposing a new relationship with a third-party vendor, follow Technimark’s New Vendor Set-Up Procedure.



## GLOBAL ANTI-CORRUPTION POLICY

- In the case of proposing to renew a contract with an existing third-party vendor, the New Vendor Set-Up procedure must be repeated if the prior contract was approved prior to October 1, 2014.

The New Vendor Set-Up procedure may be updated from time to time. SharePoint will contain the most recent documents and procedures and it is the responsibility of the Representative proposing the relationship to ensure that the procedures are followed.

### **B. Contracts**

Representatives can only be retained via written agreement. The written agreement between Technimark and the third party should include the anti-corruption language below. Any variations from the below language require the approval of the General Counsel.

*[Third-Party Company] (“Vendor”) has been provided Technimark’s Anti-Corruption Policy and will comply with the provisions thereof as they relate to Vendor or the goods or services provided thereby. In carrying out the responsibilities described in this Agreement, Vendor agrees to comply fully with and to cause any person acting on its behalf to comply fully with all applicable laws and regulations, including without limitation the anti-bribery laws and regulations in all relevant jurisdictions, such as the U.S. Foreign Corrupt Practices Act, and similar laws in other jurisdictions.*

*Technimark shall have the right to terminate this contract for cause upon any Vendor violation of the above provision. Vendor shall indemnify and hold Technimark, its affiliated companies, and their respective officers, directors, and employees harmless from any claim, liability, fine, penalty, loss, or damage that arises as a result of Vendor’s failure to comply with the obligations set forth in the foregoing provisions.*

### **C. Red Flags**

“Red flags” of corruption risk include suspicious payment requests (*e.g.*, requests for payment in cash) and a lack of detailed information from third-party agents regarding services provided. If you suspect that a transaction might involve corrupt payments, you must immediately report that information to your manager and the People Department.

## **V. RECORDKEEPING**

All Technimark personnel must record and report information in Technimark’s financial books and record keeping systems timely, accurately, and honestly, including, but not limited to, costs, revenues, business expenses, payments to third-parties, time worked, services performed, product delivered, and any other information necessary to fairly reflect transactions. These accounting entries and the supporting documentation must be periodically reviewed to identify and correct discrepancies, errors, and omissions. No person may make any entry in Technimark’s books and records that conceals or disguises the true nature of any transaction and no “slush funds” or “off-book” accounts shall be maintained. Any violations of these obligations or any inaccurate entry must be reported to the Chief Financial Officer immediately.



## GLOBAL ANTI-CORRUPTION POLICY

In particular:

- all transactions involving the provision of anything of value to a government official must occur only with appropriate Company authorization,
- all transactions involving the provision of anything of value to a government official must be recorded in accordance with generally accepted accounting principles, and
- all transactions involving the provision of anything of value to a government official must be tracked in a separate log or record, with supporting documentation identifying (i) the name and position of the employee requesting and authorizing the transaction, (ii) the name and position of the government official involved in the transaction, and (iii) a description, including the value, of the payment or provision of anything of value, and where applicable, a description of the Company's products or services being promoted or the relevant contractual provision if the payment was made pursuant to a contract.

Expense report records must accurately reflect all business expenses provided to people outside Technimark. Reports must accurately state the amount and purpose of expenditures and identify each individual receiving gifts, meals, or entertainment. Vague generalities about the nature of expenses – or the recipients – are not sufficient and will not be reimbursed or otherwise paid for by Technimark.

Cash payments of any kind to a third party, other than documented petty cash disbursements or other valid and approved payments, are prohibited. Company checks shall not be written to "cash," "bearer," or anyone other than the party entitled to payment except to replenish properly used petty cash funds.

### V. TRAINING

The Chief People Officer in consultation with the General Counsel will identify personnel who interact with government officials or who are involved in international business development, marketing and sales, contracts, finance, and other international activities who will be required to complete anti-corruption training on an annual basis.

### VII. REPORTING AND COOPERATION

Anyone who violates this Policy, the FCPA, the U.K. Bribery Act, or other Applicable Law, or suspects any such violation must report the violation immediately to their manager, the local People Department, Technimark's General Counsel and the Chief People Officer. Technimark strictly prohibits retaliatory actions against employees for reporting potential violations in good faith and any retaliation will be treated as a disciplinary matter and may result in the immediate termination of the retaliating Company personnel for cause. Representatives should report suspected violations to their manager, the People Department, the Legal Department, or by emailing [Compliance@Technimark.com](mailto:Compliance@Technimark.com). When in doubt about the appropriateness of any conduct, Technimark requires that you seek additional guidance before taking any action that may violate this Policy.



## GLOBAL ANTI-CORRUPTION POLICY

Technimark has also established an independent and confidential whistleblower hotline through Lighthouse Services, Inc. (“Lighthouse”) for all Technimark employees. The purpose is to report fraud and unlawful, unethical, and other types of improper behavior in the event that a Representative is uncomfortable reporting through the methods above. Filing a concern with Lighthouse can be done at [www.lighthouse-services.com/technimark](http://www.lighthouse-services.com/technimark) or via email at [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com) with the name “Technimark” in the subject line of the email.

Technimark may at times undertake a more detailed review of certain transactions. As part of these reviews, Technimark requires all employees, agents, and third-party representatives to cooperate with Technimark, outside legal counsel, outside auditors, or other similar parties. Failure to cooperate in an internal review will be viewed as a breach of your obligations to Technimark and will be treated as a disciplinary matter and may result in the immediate termination of your employment for cause (or termination of any other contractual relationship with Technimark for breach), to the extent permitted under the applicable laws.

### **VIII. QUESTIONS ABOUT THIS POLICY**

If you have any questions relating to this Policy, please contact the Chief People Officer ([Will.Gaun@technimark.com](mailto:Will.Gaun@technimark.com); 336-301-6502) or the General Counsel ([Aaron.Weiner@technimark.com](mailto:Aaron.Weiner@technimark.com); 336-799-3401).



GLOBAL ANTI-CORRUPTION POLICY

TECHNIMARK  
GLOBAL ANTI-CORRUPTION POLICY INITIAL CERTIFICATION

In order to maintain an ethical environment within Technimark and its affiliates (collectively, the “Company”), all employees must complete and return this form upon and as a condition of hiring.

**Employee Certification:**

I certify that I have received training on Technimark’s Global Anti-Corruption Policy and I agree to follow the restrictions and requirements set forth therein. I also have been advised where to locate the policy should I ever desire or need to review it again.

\_\_\_\_\_  
New Employee Signature

\_\_\_\_\_  
Print Employee Name and Job Title

\_\_\_\_\_  
Date

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GLOBAL ANTI-CORRUPTION POLICY

TECHNIMARK  
GLOBAL ANTI-CORRUPTION POLICY RE-CERTIFICATION

In order to maintain an ethical environment within Technimark and its affiliates (collectively, the “Company”), all employees designated by senior management must complete and return this as a condition of continuing employment.

**Employee Certification:**

I certify that I have read and understand Technimark’s Global Anti-Corruption Policy and I agree to follow the restrictions and requirements set forth therein. I know where to locate a written copy of the policy if needed for reference

I furthermore affirm that in the past calendar year, I have not:

- Made any payment or promise to pay, or authorized any payment of anything of value to any foreign official for the purpose of corruptly influencing the foreign official to obtain or retain business, or to obtain an improper business advantage.
- Made any payment or promise to pay, or authorized any payment of money, gifts, or other items of value, to any person, including third parties, while knowing that all or some portion of the thing of value will be offered, given, or promised to a foreign official, except in compliance with the Policy.
- Made any payment, gift, or provided any other benefit to an official or employee of any United States federal, state, or local government, except in compliance with the Policy.
- Intentionally or knowingly concealed or disguised the true nature of any transaction in Company’s books and records.

\_\_\_\_\_  
Re-certifying Employee Signature

\_\_\_\_\_  
Print Employee Name and Job Title

\_\_\_\_\_  
Date