ANTI-CORRUPTION POLICY

SMP Solutions Zrt.

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1. 1. GENERAL PROVISIONS

1.1 Purpose of the Policy

This Anti-Corruption Policy provides guidance to the Employees and Contractual Partners of SMP Solutions Zrt. (hereinafter: "SMP" or the "Company") on the conduct required to comply with this Policy.

It defines the processes designed to prevent corruption within the framework of the Company's anti-corruption programme and expresses **SMP's zero-tolerance approach to corruption.**

The purpose of the Policy is to provide clear guidance to Employees and Partners regarding:

- when it is appropriate to offer or accept a benefit or service, and when doing so is unlawful under applicable Hungarian and international law;
- which gifts, advantages and benefits are unlawful;
- the rights and obligations applicable when they become aware of, or suspect, any infringement, and the manner and procedures through which those rights and obligations may be exercised.

1.2 Scope of the Policy

The personal scope of this Policy extends to all organisational units and Employees of SMP, its Sales Partners and Contractual Partners, as well as all persons engaged under any other legal relationship aimed at the performance of work. SMP may engage only an Employee or Partner who accepts this Policy as binding upon entering into the contractual relationship and undertakes to comply with its provisions when acting on behalf of or in the interests of SMP. SMP's management shall ensure that Employees and Partners become familiar with the Policy without delay, accept it as binding and comply with it whenever acting on behalf of or in the interests of SMP.

This Policy does not apply to matters governed by the Organisational and Operational Rules, the Quality Management Manual or the Deed of Foundation, and it does not establish rules contrary to the Organisational and Operational Rules, the Accounting Policy or the Information Security Manual. In the event of conflict, the provisions of those documents shall prevail.

Compliance with, and enforcement of, this Policy is a key responsibility of all Company employees. Any breach is regarded as serious misconduct and may result in appropriate disciplinary measures.

1.3 Legal consequences of non-compliance

Applicable laws, requirements and other internal rules must be respected and complied with in the performance of work.

Employees and Partners acknowledge that failure to comply with this Policy may endanger or harm SMP's reputation and may result in supervisory measures, including warnings, fines, damages and compensation for non-pecuniary harm.

In the event of non-compliance, SMP may apply the consequences provided for in the relevant employment, agency or other work-related agreement and may enforce any applicable criminal-law or civil-law consequences of the infringement.

1.4 Copies of and access to the Policy

The Company publishes all documents forming part of its policies electronically so that all affected Employees may access and read them whenever necessary.

SMP reserves the right to amend this Policy unilaterally. In the event of an amendment, SMP shall notify Employees and Sales Partners through the electronic platform available to them or in person.

This Policy is also available on the official website of SMP Solutions: https://smpsolutions.hu/.

1.5 Related policies

SMP's other internal policies affecting Compliance, in particular the following, shall be interpreted consistently with this Policy and with due regard to its requirements:

- Compliance Policy (SMP_01_014);
- Data Management and Information Security Policy (SMP_01_004);
- Code of Conduct (SMP_01_017);
- Whistleblowing Policy (SMP_01_008);
- Partner Vetting Policy (SMP_01_012);
- Equal Opportunities Policy (SMP_01_13).

These policies shall be interpreted consistently with this Policy and with due regard to the requirements set out herein.

If there is any discrepancy between this Policy and another SMP policy, the Compliance Policy shall apply to compliance-related matters concerning the prevention of misconduct by Employees and Partners and the maintenance of prudent operations.

2. TERMS AND DEFINITIONS

"Anti-corruption legislation" means:

- Sections 290-300 of Act C of 2012 on the Hungarian Criminal Code;
- the United States Foreign Corrupt Practices Act;
- the UK Bribery Act;
- the principles of the UN Global Compact;
- any other international legislation concerning the fight against corruption that is binding on Hungary.

Company Representative: any person acting in the name or on behalf of SMP.

Gift: anything of value given to or received from a third party.

State bodies and organisations: any body forming part of central public administration, and any organisation or business entity directly or indirectly owned by the State.

Public Officials and State Appointees: any person who holds public office, is engaged by or employed by a state organisational unit and performs activities belonging to the proper functioning of that body, or performs public-authority or public-administration duties for a body or organisation entrusted with such duties by law. The United States Foreign Corrupt Practices Act (FCPA) interprets the concept of public official broadly and includes any person presenting a higher risk due to a government connection. As no exhaustive list can be provided, in case of doubt any person presenting such heightened risk shall be treated as a Public Official.

Public Officials include in particular:

- office-holders or employees of any local, regional or national governmental body, including parliament, municipalities, the police, courts, prosecution service, tax authority and fire service;
- directors, officers, representatives, agents or employees of an organisation owned or controlled by the State;
- any person with decision-making authority or influence over the allocation or disbursement of public funds;
- officers and employees of international organisations, such as the EU, World Bank and International Olympic Committee;
- any person with official authority or representative powers in relation to governmental or international organisations, including advisers;
- candidates, officers and employees of political parties;
- close relatives of any of the above persons.

Trigger Event: interpreted broadly, any event capable of affecting the level of corruption risk, such as a new procurement, a new product or a change in legislation.

Hospitality: interpreted broadly and includes, for example, business meals (breakfast, lunch or dinner), events (such as admission to a sporting event, concert or conference), drinks, accommodation, travel or any similar arrangement.

Employee: every employee and manager within the Company's workforce.

Contractual Partner: a Person, including its employees, subsidiaries, agents and contractual partners, to whom the Company pays a fee for acting as an intermediary for the Company towards Customers.

Bribery: the provision or acceptance of an undue advantage, or an agreement to do so, whether financial or otherwise, intended to influence a person's actions in the business or governmental sector in order to obtain a business advantage.

3. UNACCEPTABLE CONDUCT

The Company unequivocally applies **zero tolerance to all forms of corruption** and is committed to observing the highest ethical standards.

This Policy is intended as a practical tool to help Employees and Partners uphold these values and ethical standards and comply with anti-corruption rules.

Employees and Partners may encounter situations involving a risk of corruption, including offers of gifts, advantages or benefits, such as promotional items, hospitality or valuable benefits. Such offers must be distinguished from procedures, courtesies and cooperation forming part of normal business practice. The fundamental distinction is that an improper offer is always connected with, and intended to secure, an undue advantage. A business dinner designed merely to facilitate negotiations in a more relaxed setting, where no one promises, requests or offers anything improper, is not in itself improper. However, an unusually expensive business dinner intended to induce the other party to provide an undue advantage is clearly improper. Conduct must always be transparent and rational and business activities must remain lawful. The conduct described below may constitute a breach, lead to criminal liability for the individual or the Company, and result in a fine or imprisonment.

3.1 Active bribery (offering)

PROHIBITED: promising, offering or giving money or anything of value or any advantage to any person, whether in the private or public sector, in order to induce that person to act improperly or to reward improper conduct. Conduct is improper where, in return for consideration, a person fails to perform their work or activities in accordance with applicable requirements or expectations, abuses their power or office, or acts contrary to the legitimate expectations applicable to a person acting in good faith. This applies in both the public and private sectors.

It is prohibited to promise, offer or give any advantage or facilitation payment intended to secure an undue advantage or unfairly preferential treatment, even if:

- it is provided indirectly through a third party or agent;
- it is regarded as normal business practice in the relevant country;
- it was suggested or initiated by the other party;
- it is paid to unlawfully expedite a procedure or to reward a third party for performing obligations already imposed on that party by law.

3.2 Passive bribery (acceptance)

PROHIBITED: requesting, accepting or agreeing to receive money, anything of value or any advantage intended to encourage or reward improper or unlawful conduct or performance.

3.3 Bribery of public officials

Public Officials and persons performing duties at state institutions present a significant corruption risk. The zero-tolerance principle therefore entails **stricter rules** in relation to such persons.

PROHIBITED: promising, offering or giving any advantage to a Public Official or a person designated by a Public Official in order to obtain or retain a business opportunity or secure any other business-related advantage.

PROHIBITED: providing any advantage to any person where it is known or may reasonably be assumed that the advantage will be transferred, in whole or in part, to a Public Official or politician for the purpose of obtaining business or any other advantage.

In any case not covered by the above prohibitions, where a gift, benefit or anything of financial value is transferred to or received from a Public Official, every Employee must obtain the prior written approval of the Compliance Officer, irrespective of the value or nature of the gift or benefit. The written approval must be jointly signed by the Compliance Officer and the Company's Chief Executive Officer.

4. 4. POSSIBLE FORMS OF CORRUPTION

4.1 Gifts and hospitality

Corporate gifts and hospitality may be used as a form of bribery.

Only gifts or hospitality that are reasonable, **proportionate and part of a normal business relationship may be offered or accepted**. Gifts and hospitality must never result in an improper business advantage or improperly influence a person's business decisions or actions.

The following types of gifts are never permitted:

- cash or cash equivalents, including vouchers and gift cards;
- gifts or benefits for a Public Official or their close relative;
- gifts that, in addition to breaching this Policy, violate local customs, rules or the internal rules of another organisation, or bring the Company into disrepute.

4.1.1 Gifts and hospitality involving persons other than public officials

The Company strictly prohibits Employees and Partners from:

- requesting or demanding any gift or hospitality;
- giving or accepting cash or cash equivalents, including vouchers and gift cards, as a gift.

Higher-value gifts may be accepted if they comply with Section 4.1; however, in case of doubt, the opinion of the Compliance Officer must be obtained.

4.1.2 Gifts and hospitality involving public officials

Stricter requirements apply in relation to Public Officials. All persons listed in the definition under Section 2 qualify as Public Officials.

PROHIBITED: promising, offering or giving any advantage to a Public Official or a person designated by them in order to secure any business-related advantage.

PROHIBITED: providing any advantage to a person where it is known or may reasonably be assumed that the advantage will be transferred, in whole or in part, to a Public Official in order to secure business or a business advantage.

The written approval of the Compliance Officer is required for the transfer of any gift, benefit or anything of financial value.

4.2 High-risk activities

The risk of corruption is particularly high during tender procedures and negotiations connected with the conclusion of contracts. During such procedures and immediately before them, the offering or acceptance of gifts or hospitality involving the relevant Partner or Customer must be avoided. If incidental, low-value hospitality nevertheless occurs during this period, such as lunch during contract negotiations, the Employees or Company Representatives concerned shall bear their own share of the costs.

If there is any doubt regarding an advantage offered to or received from a third party, the advantage must not be provided and must be refused.

Gifts and hospitality must never influence business decision-making or create the appearance of such influence. Accordingly, Employees who play a key role in processes involving subcontractors, suppliers or procurement may, as a general rule, **accept no advantage whatsoever.**

4.3 Charitable donations

Before any charitable donation is made, the beneficiary organisation and the intended use of the donation shall be reviewed to prevent SMP’s support from reaching an organisation that operates unlawfully or in breach of ethical rules. Donations to an organisation connected with a government actor capable of influencing SMP’s decision-making processes are strictly prohibited. It is also prohibited to provide support in order to obtain an advantage.

The Company shall specify and record in writing the purpose and beneficiary of the donation in detail.

5. 5. PROCEDURES TO PREVENT CORRUPTION

Tailored to the relevant risks, our specific processes are intended to prevent bribery and support an ethical business culture. Each market is responsible for establishing and operating effective rules to prevent bribery in accordance with the principles below. These processes must be proportionate to the corruption risks arising from the business activities.

The Company's anti-corruption measures comprise:

- senior management commitment to the anti-corruption programme and the establishment of an ethical culture within the organisation;
- communication regarding anti-corruption rules and processes, together with anti-corruption training;
- procedures concerning business partners and due diligence on business partners (partner vetting);
- monitoring and control of anti-corruption rules and processes to maintain their ongoing effectiveness.

5.1 Senior management commitment

Management is committed to an ethical corporate culture and, within that framework, supports and promotes the Company's anti-corruption programme and the rules of ethical conduct.

5.2 Communication and training

Each year, the Company provides compliance and corruption-prevention training through interactive, in-person sessions held in smaller groups.

The training covers the role of compliance in corporate culture, the principal anti-corruption rules, and unacceptable and expected forms of conduct.

The purpose of the training is to ensure that every Employee and Partner understands the importance of ethical corporate operations, thereby supporting SMP in maintaining sound business relationships and protecting its reputation.

5.3 Business partner procedures and due diligence - partner vetting

Under both national and international legislation, including the FCPA and the UK Bribery Act, it is important to recognise that business relationships with business partners and other third parties may also involve risk.

The Company may incur liability for certain infringements because corruption may be committed both directly and indirectly.

Whenever the Company intends to establish a business relationship with a third party, the conclusion of the contract must be preceded by detailed and thorough ethical and legal due diligence (partner vetting). Further details are set out in the Company's Partner Vetting Policy (SMP_01_012).

5.4 Monitoring

As part of monitoring, the Company regularly reviews its anti-corruption programme, taking account of its suitability, adequacy and effectiveness.

As part of this process, the Company regularly vets its Partners in accordance with their risk level. Further details are set out in SMP's Partner Vetting Policy (SMP_01_012).

5.5 Reporting and investigation of incidents

Employees and Partners of the Company are required to report any breach of the requirements or provisions of this Policy. Reports may be submitted through the Company's whistleblowing system.

Reports shall in every case be investigated by an ad hoc Ethics Committee, which shall recommend the necessary measures. No retaliation may be taken against a reporting person because of the content of a report, and reports may also be submitted anonymously.

The contact details and detailed rules of the system are set out in the Whistleblowing Policy (SMP_01_008).

5.6 United Nations Global Compact

As a step in its anti-corruption programme, SMP joined the voluntary initiative established under the auspices of the United Nations, whose purpose is to build and maintain an ethical and sustainable company by implementing the ten principles listed below.

The ten principles undertaken by SMP are as follows:

I. **Human Right**s
   1. Businesses should support and respect the protection of internationally proclaimed human rights.
   2. Businesses should ensure that they are not complicit in human rights abuses.

II. **Labou**r
   3. Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining.
   4. Businesses should uphold the elimination of all forms of forced and compulsory labour.
   5. Businesses should uphold the effective abolition of child labour.
   6. Businesses should uphold the elimination of discrimination in respect of employment and occupation.

III. **Environmen**t

7. Businesses should support a precautionary approach to environmental challenges.
8. Businesses should undertake initiatives to promote greater environmental responsibility.
9. Businesses should encourage the development and diffusion of environmentally friendly technologies.

IV. **Anti-Corruptio**n

10. Businesses should work against corruption in all its forms, including extortion and bribery.

6. 6. FINAL PROVISIONS

The Company's Anti-Corruption Policy shall be published in the customary manner at the Company so that all Employees and Partners may become familiar with it.

This Policy is also available on the official website of SMP Solutions: https://smpsolutions.hu/.