



Anti-Corruption and Anti-Bribery Policy

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Anti-Corruption and Anti-Bribery Policy

1 | OBJECTIVE

Anti-corruption and anti-bribery legislation is intended to support the international fight against corruption, bribery and facilitation payments amongst other crimes. This applies to QGMI, collaborators and all its associates, subsidiaries, suppliers, third parties, business partners (Business Associates). Failure to comply with this Policy may expose QGMI, collaborators and Business Associates to the risk of prosecution by the authorities, as well as severe damage to their reputation.

QGMI does not tolerate bribery or corruption of any kind and is committed to the continuous improvement of its anti-bribery management system, and to acting ethically, legally, and with independence and integrity in all its relationships. This is fundamental to our company, its reputation and its business strategy. Accordingly, QGMI has adopted an Anti-Bribery and Corruption Policy (from now on 'Policy') which sets out QGMI's position regarding all types of bribery, corruption and facilitation payments. This Policy applies to all our collaborators, third parties, and business partners acting directly or indirectly on our behalf.

We seek that all our collaborators, third parties and business partners know and comply with this Policy and act in accordance with the highest ethical standards at all times. This behaviour includes not engaging in any activity (whether directly or indirect) that is, or may be perceived to be, corrupt, improper or illegal.

No employee or person acting on behalf of QGMI will face any retaliation for communications and complaints reported in good faith; nor will they be penalized for any delays or business losses that may result from compliance with this policy.

2 | WHAT YOU NEED TO KNOW: ANTI-CORRUPTION LAWS AT A GLANCE

As a company operating internationally, QGMI must comply with the anti-bribery and corruption laws and regulations of all countries it operates in, which collectively prohibit any form of corruption, bribery and/or influence peddling. These anti-corruption laws - such as the Spanish Criminal Code, the UK Bribery Act 2010 and the US Foreign Corruption Act (FCPA 1974) - are generally broad in scope and application. They all make it unlawful for any person (natural or legal) to offer, promise, give, solicit or receive - directly or indirectly - money or 'anything of value' to or from a public or private agent to obtain or retain business or secure any other 'improper advantage'.

Particular caution should be exercised when interacting with public officials and their close family members. The many countries' laws treat interactions with public officials differently from interactions with individuals in the private sector. In certain countries is also prohibited the bribery and corruption in the private sector. Violations of anti-corruption laws carry significant civil, criminal and reputational consequences, as well as financial penalties that jeopardise QGMI's hard work, business and employees. Any collaborator who violates this Policy and the provisions referenced below shall be subject to appropriate disciplinary action.

This prohibition also applies to facilitation payments. A 'facilitation payment' is an unofficial payment to a public official made to

expedite or obtain an administrative step in a process. Facilitation payments are usually requested to expedite visa applications, customs clearance, administrative procedures, etc. In accordance with most anti-corruption laws, QGMI also prohibits facilitation payments. There is a limited exception in situations where the collaborator may be coerced to make a facilitation payment to avoid or prevent an imminent threat to the health, safety or welfare. In such cases, the collaborator must immediately inform members of the Ethics & Compliance Department.

3 | PROHIBITED PRACTICES

Bribery and corruption laws apply to everyday situations that Collaborators and Third Parties may face. For example, expediting a visa application or customs clearance or inviting a government employee to a hospitality event.

Specifically, Collaborators must not (either directly or indirectly) engage in any of the following activities.

- Be involved in any way in giving or receiving a bribe, regardless of local custom or practice and irrespective of the size of the bribe.
- Bribe another person to obtain or retain business or other advantage for QGMI or the Third Party in connection with their work for QGMI.
- Offer, promise or give a financial or any other advantage to any person who intends to do anything improper for the benefit of QGMI or the Third Party in connection with their work at QGMI.
- Request or accept any type of advantage or benefits from any person on a scale that would place an unreasonable obligation on that party, or that would create a conflict of interest for QGMI in connection with their work for QGMI.

4 | EXPECTED THIRD PARTY PRACTICES

Because the Act extends to activities performed by QGMI's third parties and business partners, QGMI will act diligently when choosing which third parties will conduct business dealings in its behalf. This should include the following:

- A thorough legal and reputational risk assessment (due diligence) should be conducted with respect to each Third Party that is appropriate to the type of geographic region it operates in.
- Any economic compensation paid or received by the Third Party must be adequate and justifiable according to the service provided.
- There must be a written agreement (e.g., contract, etc.) with the Third Party, which includes an understanding and written acceptance of this Policy and commitment to comply with its terms. This agreement must be memorialised annually.
- Particular attention should be taken when Third Parties have relationships with government officials and/or their families. Any engagement with Indirect Third Parties that may have contacts with national or foreign officials must be verified in advance by QGMI.

5 | GIFTS AND HOSPITALITY

Giving or receiving gifts or hospitality to any party you have a business relationship with or intend to do business with is discouraged. However, QGMI recognises that there are occasions when exchanging gifts may be necessary. For example, gifts and hospitality may be appropriate in connection with marketing and public relations activities or to acknowledge an event. In such circumstances, Business Partners should be guided by the highest ethical standards and QGMI's policies to verify whether the offer is appropriate and reasonable.

In particular, in the event of offering or receiving gifts, entertainment or hospitality, you must always act with transparency, verifying that the value will be reasonable, proportional and in good faith. If you answer 'yes' to any of the following self-assessment questions, then the exchange of gifts or hospitality, given the circumstances, is likely to be inappropriate.

- Is the intention to influence the recipient's objectivity in making a business decision in any way?
- Is the gift, entertainment or hospitality lavish and/or disproportionate to the nature of the relationship and/or is it frequent?
- Would the gift, entertainment or hospitality place you, or the other party, under an obligation, or would you feel constrained?
- Is the gift, entertainment or hospitality considered illegal in the country where it is offered and/or in the other party's country?
- Is it reasonable to expect that this type of gifts or entertainment does not comply with our policies and other party's policies?

- Would you feel embarrassed if someone knew that you had offered or accepted that gift, entertainment or hospitality?
- Would you feel uncomfortable giving such a gift or providing hospitality of this nature?

Some types of gifts and gratuities are not acceptable under any circumstances. Third Parties (including their employees, contractors, business partners, etc) must never give or receive gifts, entertainment or hospitality that:

- are illegal;
- involve parties participating in competitive bids, tenders or commercial business negotiations;
- involve officials, such as government officials, local or foreign officials or those working for public national or international organisations;
- are made in cash or cash equivalents;
- are 'quid pro quo', i.e. offered in exchange for something;
- are indecent, sexual in nature, inconsistent with QGMI's values or policies, or may adversely affect QGMI's reputation;
- are paid personally to circumvent QGMI's internal approval or disclosure processes, or to withhold or conceal information; or
- are gifts given to any QGMI Collaborator within any financial year that exceed 50 euros (or the equivalent amount in local currency).

6 | DONATIONS AND SPONSORSHIPS

As per our policy, it is prohibited any type of donation or sponsorship, even if such contribution is intended for a charity organisation, if the purpose is to facilitate businesses on behalf of QGMI, especially if such donation or sponsorship is intended for an entity belonging to public officials or family members.

Donations to charitable causes shall be motivated by philanthropic reasons, humanitarian, social, cultural, educational or other interests, in line with QGMI's mission and values and always through its written pre-approval.

All sponsorships must be previously approved and registered in writing, in accordance with our Policies and procedures.

It is strictly prohibited any type of donation or sponsorship to political parties, political campaigns and/or candidates for public office.

It is strictly prohibited for any Contributor or Third Party to use their own funds to make donations to political parties, political campaigns or candidates for public office on behalf or benefit of QGMI.

Policy PC-QGMI-10 (Donations and Sponsorships) specifically addresses this topic and should be always reviewed for such cases.

The above prohibitions do not apply to personal donations made by collaborators provided that they are made outside the corporate/work setting.

7 | MERGERS AND ACQUISITIONS

In the event of mergers or acquisitions of companies, QGMI shall conduct rigorous assessment and *due diligence* of the target company, especially with respect to the history of legal and potential conduct risks.

In the event of the identification of any potential risk of noncompliance with Anti-Corruption Laws is identified that may represent a risk to the activities or reputation for QGMI, such event may constitute a *dealbreaker*.

8 | COMMUNICATION

In the event that a QGMI Contributor is unsure of the correct course of action to take in a given situation, they should refer our Ethics & Compliance Department.

Furthermore, in the event that a Contributor detects or suspects, that there is a potential violation of this Compliance policy Programme, they must report it to our available channels, or to the Ethics & Compliance Department.

9 | MONITORING

All our collaborators must be familiar and comply with the guidelines and rules enshrined in this Policy, as well as the rest of the Compliance Policies in any country where we operate.

Managers have an obligation to ensure that their team understand and comply the guidelines and rules of this policy, ensuring that, within their scope of responsibility, there are no deviations in conduct that could have been avoided with proper supervision.

10 | DISCIPLINARY MEASURES

Failure to comply with the guidelines and standards contained in this Policy will subject, those involved, to disciplinary measures and other sanctions within the scope of their relations with QGMI.

Collaborators and Third Parties should be aware that violation of the provisions of this Policy may result in criminal, civil and administrative liability.

11 | EXCEPTIONS

Unless otherwise expressly provided, only the Ethics Committee may, on the basis of a case-by-case analysis and through a specific procedure, authorise possible exceptions to the provisions of any of the Compliance Policies.

12 | DEFINITIONS

Public Official: any natural person, whether a civil servant or not, even temporarily with or without remuneration, acting in an official capacity or exercising a public office, employment or service in or for a Governmental Authority; any natural person working for a Service Provider Company contracted or under agreement for the performance of the typical activity of the Public Administration; or any leader of a political party, its collaborators or other persons acting for or on behalf of a political party or candidate for public office.

Governmental Authority: every agency, department or entity of the direct, indirect or core administration of any of the branches of government of the Country, States, Federal District, Municipalities, Territory, legal person incorporated in the public patrimony or entity whose creation and cost to the treasury have contributed or contribute more than fifty per cent of the equity of the assets or annual income; and bodies, state agencies or diplomatic representations abroad, as well as legal persons controlled directly or indirectly by the government of a foreign country or public international organisations, including sovereign wealth funds or an entity owned by a sovereign wealth fund.

Promotional Items: items with no commercial value, or with a market value of less than EUR 30.00 (or the equivalent in your country), distributed as a courtesy, promotion or customary disclosure and which must contain the logo of QGMI or of the legal entity that has granted the promotional item to QGMI Partners such as diaries, calendars, key rings, flash drives and pens, among others.

Chief Compliance Officer (CCO): employee responsible for the implementation, management and supervision of the Compliance Department, who acts as an independent and objective body that analyses and evaluates Compliance issues within the Company.

Contributor(s): trainees, employees at all operational and management levels, shareholders, directors, managers and executives of QGMI, of all its national and international units. For the purposes of this policy, the term also includes employees of subcontractors.

Ethics Committee: non-statutory and permanent body whose purpose is to help advise the CEO of QGMI, in the performance of their duties related to promoting the organisational culture, based on ethics and transparency for business relations, accountability for their actions, as well as the fair treatment given to all Employees, through the dissemination and compliance with the Code of Ethics and adopting and improving the mechanisms for managing risks of non-compliance.

Compliance: systematic and ongoing process aimed at:

- i) ensuring compliance with the laws in force, policies and guidelines established for the business, in order to prevent, detect and address any identified deviations, and promote an organisational culture based on ethics and transparency; and
- ii) facilitating the structuring and development of the business and the search for creative and innovative solutions to regulatory issues and internal discussions.

Corruption: abuse of power or authority in order to gain an improper advantage for oneself or others. The most common form of corruption is bribery, which means giving or receiving money, gifts or anything of value in exchange for favourable treatment by the Public Official or Governmental Authority, in order to:

i) influence any of the Public Official's actions or decisions;
ii) induce them to engage in any act in violation of their legal obligations; **iii)** secure undue advantage; and **iv)** induce them to use their influence over a Governmental Authority to help achieve, maintain or direct business.

Entertainment: activities or events whose main purpose is to provide entertainment for their participants, such as parties, concerts or sporting events.

Intermediary: any natural or legal person who is not the final recipient of a particular Facilitation Payment or Improper Advantage or who acts for the purpose of concealing its final destination.

Local Compliance Officer (LCO): QGMI contributor who shall perform Compliance duties at the operation site of a specific QGMI international unit, who is accountable to the CCO.

Facilitation Payments: improper or illegal payments to a person, Public Official or otherwise, even if an intermediary, to expedite or secure the performance of an action under its responsibility to which QGMI is legally entitled. Payments made in an official capacity and permitted by law are not included in this definition, provided that they do not conflict with the provisions of applicable Anti-Corruption Laws.

Politically Exposed Person¹: acting Public officials or natural persons who have served, within the last five years, in any country, territory and foreign agencies, offices, employment or relevant public functions, as well as their representatives, family members and close associates.

Gifts: items that have commercial value and do not fall within the definition of promotional items.

Third Parties: suppliers of goods and services, Collaborators, consortium members, representatives, temporary consultants or any other person or company acting on behalf of QGMI, directly or indirectly.

¹ Such as political office holders, ministers of state, presidents, vice-presidents, directors or agencies, public companies or mixed economy companies, governors, mayors, members of courts of auditors and others.

Improper Advantage: any property, tangible or intangible, including cash and valuables, that is offered, promised or given for the improper purpose of influencing or rewarding any act, decision or omission of any person, whether a Public Official or not. This includes gifts, entertainment, airfare, accommodations, donations, sponsorships or anything else of value that is used for such purposes, which improperly influences or rewards an act or decision.

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