

Anti-Bribery Policy

Published on November 25, 2023

Purpose

Testmo GmbH (the “*Company*”) maintains an Anti-Bribery Policy (this “*Policy*”) prohibiting any improper or unethical payment to government officials or a party to a private commercial transaction anywhere in the world by any officer, employee or associate of the Company (each, a “*Company Associate*” and collectively, the “*Company Associates*”) or any agent of the Company. This Policy is designed to comply with the requirements of the U.S. Foreign Corrupt Practices Act (the “*FCPA*”), the U.K. Bribery Act 2010 (the “*UK Bribery Act*”) and the anti-bribery laws of those other jurisdictions in which we do business. These laws generally prohibit bribes, kickbacks, or illegal payments to influence business transactions and require us to maintain accurate books and records and a system of internal controls.

In addition to direct payments of money, other examples of prohibited payments would include the following made at the direction, or for the benefit, of a government official or a commercial business partner:

- Gifts, or travel, meals, entertainment or other hospitality expenses;
- Contributions to any political party, campaign or party officials; or
- Charitable contributions and sponsorships.

Facilitating payments are not permitted by this Policy. Facilitating payments are payments of small amounts to a foreign government employee to expedite or secure performance of a routine, non-discretionary governmental action, such as properly obtaining visas, permits and licenses, police protection or utility services in a foreign country.

Scope

This Policy applies to the Company’s worldwide operations, including all directors, officers and employees of the Company, its subsidiaries and affiliates (collectively “*Employees*”). This Policy is applicable to activities of individual Company Associates, as well as corporate and business unit programs, events, campaigns and other initiative. Every Employee and Company Associate is responsible for reading, understanding and complying with this Policy. Each Employee will also be asked to complete and return a certificate each year during their employment with the Company acknowledging that the Employee has read, understood and complied with this Policy.

The Company’s managers are responsible for ensuring that Employees who report to them, directly or indirectly, comply with this Policy and complete any certification and training required of them. If you have any questions or concerns relating to this Policy, consult your manager, the Company’s Legal Department at legal@testmo.com or a member of the Compliance team at compliance@testmo.com. If you learn of any conduct that you believe

may violate this Policy, report it immediately by any of the means listed under the heading “Reporting and Non-Retaliation” below.

Policy

No Employee may authorize, offer, promise, or make any payment of money or other Thing of Value (as defined below), directly or through a Third Party (as defined below), to a Government Official (as defined below) or to a Private-Sector Employee (as defined below) or to the spouse, significant other, child or other relative of any such person in order to influence or reward an action or decision of such Government Official or such Private-Sector Employee or to gain any improper advantage. Similarly, no Employee and no member of the Employee’s immediate family may, in connection with the business of the Company directly or through a Third Party, request, agree to receive or accept payment of money or other Thing of Value unless authorized below under the heading “**Business Courtesies You May Receive.**”

For purposes of this Policy, the following terms have the meanings indicated:

- “**Thing of Value**” refers to any inducement, no matter its form, including, but not limited to a gift, a gift card or certificate, a meal, refreshments, entertainment, travel, lodging, hospitality, free access to a marketing event, free tickets to a sporting event, a golf game, an event sponsorship, a free loan of equipment or free use of the Company’s facilities, a contest or raffle prize, an employment offer or promise of future employment, a speaker stipend, a loan, a guarantee of a loan, a personal favor, or a donation to a political cause or charity. It does not matter whether the thing of value is funded from the resources of the Company, a third party, or from an Employee’s personal funds or resources.
- “**Third Party**” refers to any person or entity, including an intermediary with or through whom the Company transacts business, such as a channel partner, distributor, reseller, agent, consultant, representative, vendor or supplier, provided the person or entity is acting at the direction or with the knowledge of the Employee or for the benefit of the Company. An Employee may be deemed to have knowledge of an improper act if the Employee has any reason to suspect that a Thing of Value will be authorized, offered, promised, given, requested, accepted, or received in violation of this Policy.
- A “**Government Official**” is:
 - Any public official, whether administrative, legislative or judicial and whether elected or appointed, no matter his/her rank or function;
 - Any employee of any national, state, provincial or local government, or any department or agency thereof, no matter his/her position;
 - Any person acting in an official capacity for or on behalf of any national, state, provincial or local government, or any department or agency thereof;
 - Any employee or officer of an entity hired to prepare a request for proposal or an invitation for bids, or to review and/or accept bids for any national, state, provincial or local government or any department or agency thereof;

- Any employee or officer of a public international organization such as the World Bank or a regional development bank, United Nations, International Olympic Committee, Red Cross or Red Crescent;
 - Any employee or officer of any business that is owned, in whole or in part, or controlled by any national, state, provincial or local government, or any department or agency thereof;
 - Any political party or official thereof; and
 - Any candidate for political office.
- A “**Privacy-Sector Company**” is a business that is NOT owned, in whole or in part, or controlled by any national, state, provincial or local government, or any department or agency thereof.
 - A “**Privacy-Sector Employee**” is any shareholder, director, officer, principal or employee of a Private-Sector Company.
 - “**Improper Advantage**” includes but is not limited to such things as unauthorized access to a competitor’s proprietary information or pricing during a competitive procurement, an opportunity to influence bidding specifications that is not open to all competitors, or an early look at a request for proposal before it is made public.

Gifts, Travel, Entertainment and Other Expenses

Government Officials

The Company permits items of nominal value branded with the Company’s logo (e.g. pen and pencil sets, shirts, hats and other similar items) to be given to government officials as modest gifts in the ordinary course of business, provided that:

- such gifts do not exceed U.S. \$25 in value;
- only one such item per calendar year be given to any single government official;
- presenting any such gift will be in conformity with the written laws of the country in which the gift has been made; and
- the associate presenting such gift makes an immediate written report to the CFO.

The Company also permits reasonable expenditures for travel (the duration of the travel should be the shortest possible, the route should be as direct as possible, economy class tickets, the lodging must be at business pre-approved hotels, and the travel expenditures must be paid directly to the service provider and not as a reimbursement) (collectively, “*Travel Guidelines*”), meals and entertainment expenses (before providing or accepting meals and entertainment reasonably valued at more than U.S. \$250 for each guest, you must first obtain written permission from the Chief Financial Officer, who must review the proposed expense with the compliance team) (collectively, “*Meals and Entertainment Guidelines*”) legitimately related to training in the use of the Company’s products and services, or otherwise related directly to the Company’s promotion of its products and services, provided such expenditures are not extravagant and otherwise conform to the limitations in this Policy and to the laws and customs (as recognized by the written local law or a published judicial decision) of the country in which the expenditures are incurred. Before providing, directly or indirectly, any such travel, meals or entertainment expenditure for a government official, you must first obtain written permission

from the Chief Financial Officer, who must review the proposed expenditure with the compliance team.

It is never acceptable to offer any gift or incur any expense in expectation of receiving something in return (e.g. a quid pro quo).

Commercial Partners

Other than for gifts with a value of no more than U.S. \$50 given or received in the normal course of business, no employee nor their relatives may give gifts to, or receive gifts from, the Company's current or prospective clients, vendors or any other commercial partners. Presenting or accepting any other gifts to or from private commercial parties requires prior written approval from the Chief Financial Officer, who must review the proposed gift with the compliance team.

The Company permits accepting or incurring proportionate and reasonable expenditures for travel, meals and entertainment expenses legitimately designed to show appreciation to existing business partners, present products and services, or establish cordial business relations, provided that such expenditures:

- are not excessive and always appropriate to the nature of business relationship with the recipient;
- conform to the laws and customs (as recognized by the written local law or a published judicial decision) of the country in which the expenditures are incurred, as well as the policies, rules or codes of conduct of the recipient;
- do not place the recipient under an obligation or expectation to confer any business advantage in return for such hospitality (quid pro quo), or create an impression that the recipient's independence will be affected; and
- occur only occasionally.

Since the level of appropriate expenditures may vary significantly from country to country, the Chief Financial Officer is authorized to adopt lower hospitality limits for each respective jurisdiction.

It is crucial that entertainment should not be given or received on such a scale that it forms an inducement to enter into a business transaction or arrangement which would not otherwise be undertaken. Moreover, in no event may any gift or hospitality cause any other provision of this Policy put the Company or you in a position that may cause embarrassment.

Recordkeeping

All gifts, entertainment and hospitality given by an Employee must be accurately recorded in writing, and no expenditure may be made with the express or implied agreement that it is to be used for any purpose other than as described by the records reflecting the expenditure.

Third Parties' Compliance with this Policy

The Company's obligation of ethical and legal behavior includes and encompasses the activities of the Company's agents, representatives, consultants and business partners

(including joint venture partners). The Company may be held accountable for the actions of third parties doing business in any market on behalf of the Company, so every associate and agent must remain vigilant to ensure such third party's actions are consistent with this Policy. Willful ignorance of facts or circumstances which make it likely that bribery could be occurring will be a violation of this Policy and may amount to a violation of anti-bribery laws.

Before establishing a relationship with any third party to represent the Company in any marketplace, sufficient due diligence must be performed to determine that the third party's commitment to ethical business practices is consistent with the Company's high standards, this Policy and the Company Vendor Code of Conduct. Any arrangement with such third party should include proper contractual provisions and monitoring procedures to ensure compliance with anti-bribery laws and consistency with the Company's Anti-Bribery Policy. Particular care should be taken in any instance where the third party has interactions with government officials in the performance of its services on behalf of the Company.

Business Courtesies You May Extend

It is customary in most cultures to extend courtesies, including meals, refreshments and entertainment as well as modest gifts, to customers or partners in order to foster the relationships that support successful business. Today, however, what was once a matter of simple business etiquette is now a potential risk. In particular, where the circumstances under which a business courtesy is offered or where the nature, value or frequency of courtesies offered would lead a reasonable observer to conclude that the courtesy was intended to influence or reward an action or decision of the recipient or to gain an improper advantage, then the business courtesy may no longer be viewed as a polite gesture but as a criminal bribe. To that end, **Employees who offer, promise, make, facilitate or authorize expenditures for business courtesies of any sort are responsible for ensuring that every such courtesy, whether extended to an employee of a private-sector company or to a government official, meets the following mandatory requirements:**

- the business courtesy is justified by a clear and legitimate Company business purpose, such as the promotion, demonstration or explanation of the Company products or services or the execution or performance of a contract;
- the business courtesy is not offered to influence or reward an action or decision of the recipient or to obtain any improper advantage;
- the nature and value of the business courtesy is reasonable and appropriate to the recipient's position and to the occasion, and is not likely to be reasonably understood by the recipient or viewed by a reasonable observer as a bribe;
- when taken together with business courtesies previously given to the recipient, the proposed business courtesy will not, in nature, value or frequency, give rise to an appearance of impropriety;
- the business courtesy will not impose a sense of obligation on the recipient, nor is there any expectation that the Company or anyone else will receive anything in return; and
- the business courtesy is allowable under applicable law.

Business Courtesies You May Receive

It is permissible to accept meals, refreshments, entertainment and gifts from Private-Sector Companies with which the Company does business, provided each such business courtesy (a) is unsolicited, (b) is justified by a clear and legitimate business purpose such as the promotion, demonstration, or explanation of the business partner's products or services or the execution of performance of a contract, (c) is not offered to influence or reward an action or decision of the Employee or to obtain any improper advantage, (d) is reasonable in nature and amount, appropriate to the occasion, and not likely to be viewed by reasonable observers as a bribe, (e) when taken together with business courtesies previously provided to the Employee by the same business partner, in nature, value or frequency, will not give rise to an appearance of impropriety, (f) does not impose a sense of obligation on the Employee, nor give rise to an expectation that anyone will receive anything in return, and (g) is consistent with local laws. In addition, no Employee may accept a business courtesy that exceeds \$150 USD (exclusive of tax and reasonable and customary tip) in value in the case of a meal, refreshments or entertainment, or \$100 USD in value in the case of a gift, nor may an Employee accept in any six-month period gifts from the same business partner that together total more than \$100 USD in value, except in each case with the prior written approval of the responsible Senior Vice President as well as the compliance team.

Red Flags – Situations That Could Expose the Company to Certain Risks

Among many other situations, the following situations, whether or not involving a government official, could expose the Company and the individuals involved to a risk of a violation, and in most cases need to be reported as set forth below:

- Requests or demands for a bribe;
- Requests from a third party for the Company to make payments (or portion of a payment) on behalf of the third party to someone else;
- Requests or suggestions that the Company make a charitable donation to a particular charity;
- Requests for employment either on his or her own behalf or on behalf of another;
- A person with whom the Company is dealing has a reputation for receiving questionable payments;
- A demand or strong suggestion that a particular local representative should be retained for any purpose;
- A non-governmental person with whom the Company is dealing has a known family or other significant relationship with government officials;
- A request for an unusual or excessive payment, such as a request for over-invoicing, unusual up-front payments, or a request for payments to be made to a third party (or to a third country), to a foreign bank account, in cash or otherwise untraceable funds;
- A proposed agent or representative has little or no expertise or experience in the area (whether geographic, professional or otherwise) in which it will represent the Company;
- A proposed agent or representative refuses to provide written assurances that he or she will not make any improper payments;
- A proposed agent or representative requests an unusually high commission;

- A proposed agent or representative fails to provide standard invoices;
- A potential governmental customer requests an unusual credit or rebate with or from the Company in return for its business;
- Unusual bonuses or other amounts paid to agents or representatives of the Company; and
- The Company's operations are in, or it is transacting business with a person in, a country perceived to have high levels of corruption. (See Transparency International's annually updated "Corruption Perception Index" available at <https://www.transparency.org>.)

Disciplinary Action and Other Penalties

Violations by any Employee of the anti-bribery laws or this Policy will result in progressive discipline, up to and including possible termination of such Employee's employment with the Company. Violations by any Company Associate or agent can also result in severe penalties for both the Company and such individuals. For example, individuals can receive five years of imprisonment and a \$100,000 fine for each violation of the anti-bribery provisions of the FCPA, and 20 years imprisonment and a \$5 million fine for each violation of the record keeping provisions of the FCPA. Under the UK Bribery Act, bribery and corruption is punishable for individuals by up to ten years imprisonment and companies could face an unlimited fine.

The FCPA specifically prohibits a company from reimbursing an officer, director, stockholder, employee, or agent for fines imposed for violations of the FCPA, so any fines for violations for which you are responsible will be paid from your personal assets. In addition, and in accordance with the Company's general legal compliance policy, the Company will cooperate fully with law enforcement authorities in the investigation and prosecution of alleged violations of anti-bribery laws.

Reporting and Non-Retaliation

Report any conduct that you believe to be a violation of this Policy, either directly to a member of the Compliance team at compliance@testmo.com or to the Company's Legal Department at legal@testmo.com. Your detailed notes and/or emails will be dealt with confidentiality, unless it is necessary to share such information in order to address the matter appropriately. Regardless, you have the Company's commitment that you will be protected from retaliation.

The Company will not tolerate retaliation against an Employee for reporting a concern in good faith or for cooperating with a compliance investigation, even when no evidence is found to substantiate the report.

A failure to report known or suspected wrongdoing in connection with the Company's business of which an Employee, Company Associate or agent has knowledge may, by itself, subject that individual to disciplinary action.

Further Information

Should you have any other questions about the Anti-Bribery Policy, please contact the Company's Legal Department at legal@testmo.com or the compliance team at compliance@testmo.com.