



ANTI-CORRUPTION POLICY

Koninklijke Wagenborg 2025



INTRODUCTION

Corruption is a collective term for a diverse group of actions, of which bribery, extortion, whitewashing and embezzlement are the most well-known. These actions are punishable by law for companies and those acting on a company's behalf. Such actions also have disruptive effects on society and on companies within society. Corruption can lead to considerable (reputational) damage.

Corruption goes against the norms and values for which Koninklijke Wagenborg B.V, its subsidiaries and affiliates stand. We strive to do business in a trustworthy, honest, and fair manner. This means that Koninklijke Wagenborg B.V, both within and outside of the Netherlands, abides by all relevant laws, agreements and the Koninklijke Wagenborg Code of Conduct. This anti-corruption policy document has been created to complement this code.

TO WHOM DOES THIS POLICY APPLY?

This policy applies to all directors, shareholders, and employees of Koninklijke Wagenborg within the Netherlands and abroad, including those on temporary contracts, those seconded from other companies, freelancers, and interns working directly or indirectly for Koninklijke Wagenborg. We also expect this policy to be upheld by persons and parties with whom we do business.

RECOGNITION OF CORRUPTION

The limits of what is acceptable are not always clear. In some countries, for example, bribery (a form of corruption) is not illegal, or laws against bribery are not enforced. Silent bribery (such as certain forms of 'lobbying') also exists. These are not always recognised as being corrupt. This policy aims to create awareness of such forms of corruption.

The definition of corruption recognised worldwide is "The misuse of conferred power or responsibility for personal gain." The word 'personal' should be seen in the broadest of contexts. It also includes companies for whom the relevant person is operating.

Bribery, which falls under the term corruption, aims to have the bribed entity (person or company) create an unfair (business) advantage for the briber. This can be through gifts, services, relationship management or even promises made.

Bribery often goes hand-in-hand with other illegal acts. It is common for payments and the receipt of 'hush money' to be related to the falsification of documents. Corruption is regularly linked to the 'whitewashing' of such illegal funds.



THERE ARE DIFFERENT FORMS OF CORRUPTION, SUCH AS:

- **Bribery**
The offering, giving or receiving of money, gifts or other advantages in return for influence or advantages, such as the falsification of decisions or the granting of permits.
- **Facilitating payments**
Payments made to advance (routine) actions by, for example, government employees.
- **Secret provisions**
Payments made to facilitate business, often paid to or through intermediaries that are not visible to supervisors and/or are based on agreements not made public.
- **Fake contracts**
The awarding of government contracts or business deals to companies or individuals who have not undergone fair competition. This often happens to obtain certain advantages or payments, including kickbacks.
- **Kickbacks**
Illicit payments whereby a person (or intermediary) receives a commission or reward for securing a procurement or sales contract, or for referring business to a certain company or individual when these contracts would not otherwise have been awarded to that company or individual, or not under such (excessively favourable) conditions. A common example is an overpriced procurement contract, where the selling company secretly shares a portion of the extra profit as a bonus (or 'kickback') with the buyer.
- **Fraud**
The intentional deception of others to obtain financial or other benefits by, for example, forging documents or creating false reports.
- **Conflict of interest**
When an individual prioritises their personal interests over the public interest by, for example, making business decisions that benefit themselves or family members.
- **Fake decisions**
Making decisions that are not based on objective criteria or sound judgment, but instead serve the interests of a corrupt party and often (ultimately) result in personal gain.
- **Abuse of power**
The improper use of an office or position for personal gain, such as using government resources for private purposes.
- **Loss of value and waste**
Manipulating a process or institution in a way that allows valuable resources (such as public funds) to be misused, wasted, or misallocated.
- **Intimidation**
Threatening or coercing individuals to cooperate or make decisions that benefit a corrupt party, such as blackmailing businesses or individuals.
- **Fake records or documents**
Creating forged documents, such as false tax returns, to unlawfully obtain benefits.



Many countries have anti-corruption legislation, which is often based on the OECD Anti-Corruption Convention of 1977. International contracts regularly refer specifically to the United Kingdom's "Bribery Act 2010" or the "Foreign Corruption Practices Act 1977" of the United States. In the Netherlands, bribery is dealt with in the Code of Criminal Law (Wetboek van Strafrecht). Dutch law makes a distinction between bribery of a government official and the bribery of others. (The bribery of government officials carries harsher penalties.) All these rules are comparable in scope. Following them is considered by Koninklijke Wagenborg to be essential.

It speaks for itself that other forms of corruption with which Koninklijke Wagenborg may accidentally be associated, such as intimidation, whitewashing and embezzlement, are unacceptable and punishable by law. Any company that 'accidentally' pays money to Koninklijke Wagenborg and then asks to have the money returned to a different account (or to a different party) is suspect. This may be an attempt at whitewashing. Also, a request from a client to fill import/export forms in incorrectly or incompletely (because they are 'not important') can lead to fraud and (administrative) fines.



GUIDING PRINCIPLES

Koninklijke Wagenborg will not tolerate any form of corruption and continuously appraises the needs of all stakeholders, including shareholders, financial institutions, suppliers, customers, (semi)official organisations, educational and knowledge-based institutions, industry associations and civil associations. Integrity, honesty and fairness are fundamental to the way we do business. These are also principles we promote in our dealings with all our business associates.

WHAT IS EXPECTED OF YOU?

Koninklijke Wagenborg expects you to comply with Dutch laws and agreements and with the local laws and agreements which apply in the country where you are situated. Koninklijke Wagenborg also expects you to avoid any behaviour that may lead to (potential) infringement of our anti-corruption policy, irrespective of the local customs where you are situated, or any potential advantage to be gained for Koninklijke Wagenborg.

CONCRETE EXAMPLES OF THE POINTS MADE ABOVE:

Avoid bribes, facilitating payments, gifts, amusements or entertainments

- Never give, promise or accept payments, either electronically or in cash, or accept non-business-related advantages to inappropriately influence business decisions directly or via third parties such as agents, consultants, advisers, and mediators.
- Refuse gifts worth more than 100 euros, (or the equivalent thereof in local currency) or any form of amusement or hospitality worth more than 250 euros (or the equivalent thereof in local currency). Conversely, do not yourself offer such gifts, amusement or hospitality to business relations.
- Take into account local laws and regulations that may include lower limits on gifts, amusement and hospitality. Meals that form part of regular business relationships and are not unreasonably expensive are excluded from the rules above.
- Gifts or hospitality that fall outside of the financial limits described above may be acceptable if permission has been given in advance by the Corporate Legal Counsel.

BE EXTRA ALERT DURING INTERACTIONS WITH GOVERNMENT EMPLOYEES

- Only if a government employee makes a demand for payment whereby your personal safety or the safety of others is threatened, will Koninklijke Wagenborg allow you to make such a payment without advanced permission and on the condition that you report the payment in writing to your direct supervisor, who in turn should pass this report on in unaltered form to the Corporate Legal Counsel of Koninklijke Wagenborg B.V.
- Do not offer the support of Koninklijke Wagenborg to political parties, political candidates or political functionaries in any way or form. Donations to charities or civil organisations may be given if this is done according to the relevant legal constraints and following local rules on public transparency. You should ensure that donations will not be used to support or encourage inappropriate behaviour or be misconstrued as being linked to corruption. Donations may only be made after receipt of written permission from the Corporate Legal Counsel of Koninklijke Wagenborg B.V.



BE AWARE OF BASIC COMPLIANCE MEASURES

- Use a transparent, precise and complete administrative system which conforms to all legal and accounting principles. Return accidentally deposited payments to the account from whence they came.
- Make sure that the Code of Conduct for Koninklijke Wagenborg Suppliers (in which the policy is to be found) is included in all contractual relationships between Koninklijke Wagenborg and the supplier.
- Before entering into a business relationship with foreign agents or parties who will represent Koninklijke Wagenborg in approaching potential clients, make sure that the Corporate Legal Counsel of Koninklijke Wagenborg B.V. has carried out a background check on those agents or parties to make sure they are 'compliant'. Once a thorough check for 'red flags' has been carried out, a relationship may be developed, as long as the anti-corruption policy is upheld.

HOW DO YOU REPORT (SUSPECTED) ABUSES?

If you work for Koninklijke Wagenborg and you believe that someone involved with Koninklijke Wagenborg is trying to breach or has breached the policy rules, you are expected to report this to your direct supervisor, or directly to the Corporate Legal Counsel. If you have informed your supervisor, your supervisor should then inform the Corporate Legal Counsel.

Retaining total anonymity while reporting a policy breach or attempted breach (by sending an anonymous letter, for example) is unacceptable. The reporter must make their identity known to the person they are reporting to. The reporter's identity will be kept confidential, unless the reporter has given written permission for their name to be made public.

Information about the report will be stored where only the person responsible for dealing with the report will have either physical or digital access to that information.



PUBLICATION OF THE POLICY

The policy is available for viewing and for downloading on the Koninklijke Wagenborg B.V. website (www.wageoborg.com) and on the Koninklijke Wagenborg intranet.

APPLICATION OF AND QUESTIONS ABOUT THE POLICY

The correct application of this policy will require knowledge and training. Those in relevant positions within the organisation will receive regular invitations to participate in e-learning modules about the anti-corruption policy. These modules offer insights and training related to the implementation of this policy. The successful completion of the modules is compulsory.

If you have questions about the policy, please contact our Corporate Legal Counsel.

hiljo.kloutsema@wagenborg.com

RESPONSIBILITY AND GOVERNANCE

Ultimate responsibility for policy and risk management for Koninklijke Wagenborg's integrity lies with the Board of Directors of Koninklijke Wagenborg B.V.

The implementation of the policy will be monitored by the Board of Directors and the Corporate Legal Counsel of Koninklijke Wagenborg B.V. To this end, these authorities have several instruments at their disposal, including the code of conduct, the whistle blower's procedure, external confidants, Quarterly Representation Letter (LOR) by management and audits carried out by both internal and external auditors.

The Board of Directors and the Corporate Legal Counsel of Koninklijke Wagenborg B.V. will periodically review the content of the policy and make revisions when deemed necessary.