

Anti-Bribery and Corruption Policy

Introduction

We are committed to conducting our business in an honest and ethical manner and complying with applicable laws and regulations, as set out in our Code of Conduct and our Suppliers Code of Conduct.

Anyone involved in bribery or corruption is at risk of committing a criminal offence. Individuals found guilty of such offences can be imprisoned and/or fined. Eternali could also face severe consequences – including criminal liability – if an officer, employee or supplier and partner (as defined below) engages in bribery or corruption.

We take a zero-tolerance approach to bribery and corruption. We have considered the bribery and corruption risks we face, and we are committed to implementing and enforcing effective measures to address those risks. This policy is one such measure. It supports our Code of Conduct and our Suppliers Code of Conduct by setting out requirements and responsibilities relating to bribery and corruption.

Definitions

“Advantage” means a financial advantage (e.g. cash, cheque, bank transfer) or any other kind of advantage, benefit or thing of value. This includes tangible things (like vehicles or parts) and intangible things (like discounts, credit or better payment terms).

“Supplier or partner” means an individual, a supplier or partner, that acts on behalf of Eternali, or performs any services for or on behalf of Eternali, in any capacity. This may include consultants, subcontractors, and parties providing installation, transportation or maintenance services, among others.

“Public Official” has a broad definition and includes any: (i) officer or employee of a government or any department, agency, or instrumentality thereof or of a public international organization; (ii) officer, employee or person acting in an official capacity on behalf of a political party; (iii) an officer or employee of a government-owned or government-controlled entity or company, including public stock companies in which the majority shareholders are government-owned or government-controlled entities or companies, regardless of the officer’s or employee’s rank or title, among others.

Who must comply with this policy?

The policy applies to all Eternali directors, officers and employees worldwide as well as stakeholders, consultants, suppliers, vendors, contractors and/or any other partners of Eternali.

Who is responsible for this policy?

The CFO is the owner of this document and oversees that other policies and other operational guidelines are aligned with this document and shall propose any necessary changes to them. Any material changes to this policy shall be approved by the Board. Managers at all levels are responsible for ensuring those reporting to them understand and comply with this policy. You should always refer to the most up-to-date version.

What you must not do

You must not, personally or through someone else:

- offer, promise, give, authorise, request, accept or agree to receive a bribe or anything that could be seen as such, of any amount or in any form;
- become involved in any form of corruption or anything that could be seen as such;
- permit or ignore the involvement of others in bribery or corruption or anything that could be seen as such;
- threaten or retaliate against anyone who has refused to act in breach of this policy or who has raised concerns further to this policy;
- or engage in any other activity that risks breaching this policy.

These requirements are explained in more detail below. They apply in all situations, including situations where Eternali could be disadvantaged or suffer some loss as a result.

What are bribery and corruption?

Broadly, 'bribery' means directly or indirectly offering, promising, giving, authorising, requesting, accepting or agreeing to receive a payment or other Advantage:

- as an inducement or reward for improper behavior (such as doing something illegal or acting in breach of trust or an expectation of impartiality or good faith); or
- in order to influence a Public Official (in a way not permitted by law) in order to get or keep business or an advantage in the conduct of business.

Bribery has no lower limit. Even a small payment or a low value advantage can be a bribe.

'Corruption' generally refers to someone in a position of power or authority abusing their position for personal benefit. It often involves bribery but can involve other types of criminal behavior (such as theft and money laundering).

Facilitation Payments

A facilitation payment or 'grease payment' is a small unofficial payment made to a Public Official to encourage them to perform or speed up their ordinary duties. For example, an unofficial payment to obtain a visa, or to ensure that cargo passes through customs without delay, will be a facilitation payment. Facilitation payments are a form of bribery and are strictly prohibited by this policy. Officers, employees, suppliers and partners must not make or offer to make facilitation payments (directly or indirectly). This does not prevent payments that are permitted or required under applicable laws (e.g. if there is a legitimate process that allows you to pay for a priority visa application).

Gifts, Entertainment and other business courtesies

Gifts, entertainment and other business courtesies can play an important role in building business and personal relationships. However, they can also be inappropriate, and in some circumstances may be viewed as bribes. This is a particular risk if they are of excessive value or given too frequently or could otherwise appear to have improper influence on a business relationship or decision.

Gifts, Entertainment and other business courtesies shall not be given if they can be perceived to in any way influence strategic or tactical business decisions of the business partner. When in doubt, the gift or courtesy must be approved in advance by the CFO before being given.

If employees are treated to gifts or courtesies, such should not be accepted by the employee if they can be perceived to in any way influence strategic or tactical business decisions of the company. When in doubt, the employee is obliged to present the offering of gift or courtesy to the company CFO for instructions. External representation with clients or suppliers is not to be seen as gifts or courtesy and are allowed according to this policy but should always be approved by head of department. However external representation that includes traveling or stay-away-nights that employees are treated to by clients/suppliers or potential clients/suppliers are to be treated as gifts or courtesy that need approval by company CFO.

Interactions with Public Officials

All individuals subject to this policy are specifically prohibited from offering, promising, giving, or authorising the giving of anything of value (including a payment or any other Advantage), whether directly or indirectly, to any Public Official or to anyone else at the Public Official's request or with his or her acquiescence.

Donations

Eternali does not make political donations. Any charitable donations or sponsorships of any value that are given on behalf of Eternali must be approved in advance by the CFO.

Suppliers and Partners

Eternali may work with various suppliers or partners, who must all abide by our ethical principles and, in particular, comply with this policy and with the Suppliers Code of Conduct while working for us. Failure to do so could lead to severe consequences for Eternali, up to and including criminal liability.

We must therefore carry out due diligence on the supplier or partner and implement appropriate monitoring and controls, to ensure that we only work with suppliers or partners who are responsible, reputable and meet our ethical standards.

Before deciding whether to engage a supplier or partner, the CFO will carry out appropriate due diligence checks to ensure that the supplier or partner is of good standing, and to identify any red flags suggesting the supplier or partner has engaged in bribery, corruption or unethical conduct, or raising questions about the supplier or partner.

Invoices and financial record-keeping

We must keep accurate financial records and have appropriate internal controls in place to ensure that there is a clear reason and supporting evidence for all payments. All payments made on our behalf must be supported by appropriate documentation. In particular, accounts, invoices and other records relating to Business Partners' work must be accurate and complete. Accounts must not be kept 'off-book' to enable or conceal improper payments. You must not (and must not help others to) create, avoid creating, alter, destroy or conceal any documents or records in order to conceal improper activity.

No payment will be made to a supplier or partner without receipt of a detailed invoice that fully and accurately describes the services provided and expenses incurred. Any expense regarding a payment to a third party must be supported with a receipt.

No cash payments will be made to supplier or partner other than payments from petty cash, which will be made if appropriate.

Raising concerns

If you suspect or become aware that someone – inside or outside Eternali – may have offered, promised, given, authorised, requested, accepted or agreed to receive a bribe or facilitation payment of any amount in connection with the company's business, you must immediately report it to your immediate manager or the CEO.

No Retaliation

Individuals who refuse to take part in bribery or corruption, or who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of raising or reporting genuine concerns in good faith.

Detrimental treatment includes dismissal, disciplinary action, threats, bullying, harassment and other unfavorable treatment. If you believe that you have suffered any such treatment as a result of refusing to take part in bribery or corruption, or because of raising or reporting genuine concerns in good faith, you should immediately inform your immediate manager or the CEO.

Breaches of this Policy

Any officer or employee who breaches this policy, the Code of Conduct, will be subject to appropriate disciplinary action, up to and including dismissal.

Any supplier or partner that is found or suspected to have breached this policy, the Suppliers Code of Conduct or applicable laws, or to have otherwise failed to act with the level of integrity we expect, will be subject to

appropriate remedial action, which may include termination of the engagement. If serious illegality is suspected or identified, law enforcement authorities will be informed.