# Anti corruption code

March 2025

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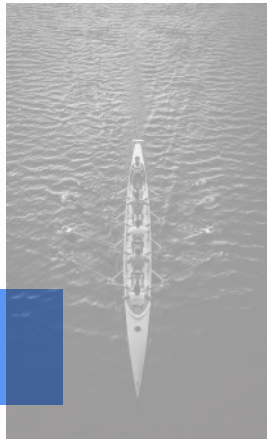

# PURPOSE AND SCOPE

The prevention of corruption and influence peddling is a one of the fundamental concerns in Q Techna's objective of limiting the risks associated with ethical misconduct. Q Techna is committed to complying with the laws and regulations applicable in the territories in which we conduct our activities, as well as any changes in these laws and regulations.

Certain legislation has extraterritorial application, enabling the relevant authorities to pursue acts of corruption or influence peddling outside their borders. This is notably the case in the United States ("Foreign Corrupt Practices Act"), the United Kingdom ("United Kingdom Bribery Act") and France ("Sapin II" law).

As well as complying with applicable regulations, Q Techna is also committed to the defense and promotion of a transversal ethical culture within the company and among its partners, through the publication of a code of ethics, an anti-corruption code and a whistleblower procedure.

Q Techna's Anti-Corruption Code aims to establish clear rules and guidelines for employees and other stakeholders on how to avoid corruption and unethical behaviour. The Anti-Corruption Code serves as a tool to prevent, detect, and respond to corruption in all the company's business activities.

# DESCRIPTION OF THE PROCEDURE AND DEFINITIONS

Q Techna is particularly committed to preventing and detecting corruption, influence peddling, extortion by public officials, illicit gain, misuse of public funds, and favouritism, offenses which are hereinafter referred to by the generic term corruption and which are defined in the Integrity and Prevention of Corruption Act (ZIntPK) as follows:

**CORRUPTION**

Article 4 of the ZIntPK defines corruption as any violation of the duty to act by officials and responsible persons in the public or private sector, as well as conduct by persons who are the instigators of the violation or persons who may profit from the violation, for the purpose of directly or indirectly promising, offering or giving, or requesting, accepting or expecting, a benefit for themselves or for another.

A benefit may be promised, offered, or already given to another (from the point of view of the provider or giver of the benefit - the active side of corrupt conduct) or, on the other hand, it may be expected, demanded or already accepted (from the point of view of the recipient of the benefit - the passive side of corrupt conduct).

"Corrupt intent" is essential for all conduct that we perceive as corruption. Such intent is present when a benefit is promised or given with the intention of inducing or rewarding misconduct, or when a benefit is accepted to repay misconduct.

**TAKING BRIBES**

The offense of bribe-taking constitutes passive corrupt conduct. In the Slovenian legal system, there are several forms of committing this offense, the majority of which are divided into two forms, namely true passive bribery and non-legal passive bribery. Bribery is defined as any acceptance or demand of a reward, gift, or other benefit or promise or offer of such benefit by an official or public servant

- to perform, within the limits of his or her official rights, an official act which he or she ought not to have performed, or to refrain from performing an act which he or she ought to have performed, or otherwise to abuse his or her position. A person who intervenes in such bribery shall also be punishable.

- to perform, within the limits of his or her official rights, an official act which he or she would otherwise have been required or authorized to perform, or to refrain from performing an act which he or she would otherwise have been required or authorized to refrain from performing, or otherwise to use his or her position, or whoever intervenes in such bribery of an official.

The offense of bribe-taking is regulated by Article 261 of the Slovenian Criminal Code and can only be committed by an official.

**BRIBERY**

The offense of bribery is one of the active corrupt practices. The Slovenian legal system distinguishes between several forms of this offense, the majority of which are divided into two forms, namely genuine active premeditated bribery and non-genuine active premeditated bribery. Bribery is defined as a promise, offer or reward, gift or other benefit to a public official or public servant or to anyone else,

- to perform, within the limits of his or her official rights, an official act which he or she ought not to have performed, or to fail to perform an act which he or she ought to have performed, or otherwise to abuse his or her position, or whoever intervenes in such bribery.
- to perform, within the limits of his or her official rights, an official act which he or she would otherwise have been required or authorized to perform, or to refrain from performing an act which he or she would not otherwise have been authorized to perform, or to otherwise abuse his or her position.

The offense of bribe-taking is regulated by Article 262 of the Slovenian Criminal Code and can be committed by anyone. A legal person can also be held liable for this offense.

**ACCEPTING A BENEFIT FOR UNLAWFUL INTERVENTION**

Defined as the asking for or accepting of a gratuity, gift, or other benefit or promise, or the offering of such a benefit, in order for a person to take advantage of his or her position or his or her influence, real or perceived, to cause an official act to be done or not to be done.

It is also a criminal offense to take advantage of a position or real or perceived influence and to intervene in order to perform an official act that should not have been performed or to prevent an official act that should have been performed from being performed.

The offense of accepting a benefit for illegal intervention is regulated by Article 263 of the Slovenian Criminal Code and can be committed by an official or other person holding a certain social position or influence.

## GIVING GIFTS FOR ILLEGAL INTERVENTION

Defined as a promise, offer or reward, gift or other advantage to someone to use his or her position or his or her influence, real or perceived, to cause an official act to be done or not to be done.

It is also a criminal offense to promise, offer or reward, gift or another advantage to anyone to use his or her position or his or her influence, real or perceived, to intervene in order to carry out an official act that should not have been carried out or to prevent the carrying out of an official act that should have been carried out.

The offense of unlawful transfer of gifts is regulated by Article 264 of the Slovenian Criminal Code and can be committed by anyone. A legal person can also be held liable for this offense.

## UNAUTHORISED ACCEPTANCE OF GIFTS

It is a criminal offense to solicit or accept an unlawful gratuity, gift, or other benefit or promise, or to offer such a benefit to a person carrying on a commercial activity or to anyone else, in order to obtain or retain business or another unlawful advantage, to the neglect of, or to the detriment of, the interests of his or her organization or of another natural person.

It is also an offense for a person carrying on a commercial activity to solicit or accept an unlawful gratuity, gift, or other advantage, or the promise or offer of such an advantage, for himself or for another, as a consideration for obtaining or retaining a business or other advantage.

The offense of unauthorized acceptance of gifts is regulated by Article 241 of the Slovenian Criminal Code and is a specific form of passive bribery in business transactions. It may be committed by a responsible person carrying out a commercial activity. A legal person may also be held liable for this offense.

## UNAUTHORISED GIFT-GIVING

It is a criminal offense to promise, offer or give an unlawful gratuity, gift, or other advantage to a person carrying on a commercial activity or to anyone else in order to obtain for himself or for someone else any undue advantage in obtaining or retaining business or any other unlawful advantage.

It is also an offense for a person carrying on a commercial activity to promise, offer or give an unlawful gratuity, gift, or other advantage to him or to any other person in consideration of obtaining or retaining a business or other advantage.

The offense of unauthorized gift-giving is regulated by Article 242 of the Slovenian Criminal Code. It can be committed by anyone. A legal person can also be held liable for this offense.

# High-Risk Situations And Prohibited Behaviour That Can Lead To Corruption

Employees must be particularly alert to the following types of behaviour that may lead to corruption and must comply with the following rules or face disciplinary sanctions.

Internal procedures are in place for reporting and tracking these risks.

## Gifts and invitations

**They can compromise the independence needed to make decisions.**
Gifts and invitations should be offered or accepted under the strictest precautions and only when the independence of the persons concerned, Q Techna or the Apave Group cannot be called into question and taking into account reasonable values:

- It is not permitted to offer any gift, invitation, trip, or favour with the intention of obtaining an undue advantage for yourself or for the company, such as a contract or a license.

- Any gratuity, benefit, gift, invitation, or travel, whether for yourself or for a loved one, from a customer, supplier, or third party, which may influence the procurement or integrity of the Company and/or its findings and reports, must be refused.

## Relations with third parties

**Service providers, suppliers, subcontractors, and sub-suppliers can pose a risk of corruption or conflict of interest. Corruption most often occurs through the intermediation of a third party. Great care is needed in their selection.**

Basic principles to follow:
- Follow the company's established procedures for selecting third parties (competitive bidding, listing).
- Where possible, use the company's standardized legal instruments (standard contracts, general terms and conditions).
- Check the independence of third parties with other parties.

- Where possible, include the company's ethical obligations in contracts with service providers to commit to them.
- Check that the services have actually been provided before you pay the service providers.
- Avoid using the services of a provider, supplier, or subcontractor in which an employee or a member of his/her immediate family has shares or significant interests.

## Sponsorship and donations

**It may constitute an indirect means of corruption. Must be in line with the requirements and values of society.**

Sponsorship and donations must follow the Company's Rules of Ethical Conduct, which defines the criteria for the selection of beneficiaries, the control, the forms of allocation, and the overall budget.

## Payments to speed up procedures

Unofficial and illegal payments intended to facilitate or ensure the smooth completion of certain administrative procedures in both the public and private sectors.

Payments to facilitate or expedite procedures are strictly prohibited, except in exceptional circumstances where there is an immediate and direct threat to the health or safety of employees or service providers.

## Brokers and commercial agents as third parties

They must comply with the company's due diligence requirements:

- Comply with the company's established procedures for selecting third parties (competitive bidding, listing).
- Clearly define the role of the intermediary in accordance with applicable law.
- Verify the broker's independence from other parties.
- Where possible, include the company's ethical obligations in contracts with service providers to commit to them.

# Implementation Of The Code And Action To Be Taken When Irregularities Are Detected

The Apave Group, of which Q Techna is a part, senior management has set up an Audit & Compliance Committee (hereinafter the Committee) chaired by an independent figure chosen by the Group Chairman.
The Chief Executive Officer is responsible for the effectiveness of the missions given to the Committee.
The Committee conducts audit missions relating to respect of the compliance program.

**The Apave Group has also put in place a procedure for collecting reports or complaints about potential breaches of the Anti-Corruption Code.**

The Committee is responsible for handling these reports. To this end, it has an e-mail address independent of the Apave Group, hosted by a trusted third party to ensure the confidentiality of exchanges (compliance.1-apave@ethicattitude.com).

Fruthermore, each disclosure will be dealt with by the Committee using the methods described in the **Whistleblowing Procedure.**

The principles of conduct described in this Code are binding on all Numip employees and those who work with Numip. Failure to comply with the rules of the Code shall be considered a violation that will result in a sanction for the violator:

- an oral or written warning;
- reminder;
- public reprimand;
- withdrawal of ratings or a fine;
- written warning before cancellation;
- ordinary dismissal for unfair dismissal;
- extraordinary dismissal.

Certain principles set out in this Code are subject to specific procedures, which staff members must familiarise themselves with when it comes to their duties.

In the event of any doubt or uncertainty as to the application of the above principles, the employee should contact his/her manager who may inform the Committee. In the event that referral to a manager may prove sensitive, the staff member should inform the Committee directly.

This Anti-corruption Code was approved by:
Andrej Lešnjak PhD
General Manager