

TRADE COMPLIANCE POLICY

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Owner		Group Legal, Tax & Compliance	
Responsible		Hein de Groot / Marieke Coumans	
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1. Purpose

1.1 Royal Terberg Group (“RTG”) is committed to conducting business ethically, responsibly and in full compliance with applicable anti-corruption, anti-bribery, competition, sanctions and trade controls laws. RTG promotes a culture of integrity and transparency through the principles established on its Code of Conduct (the ‘Code’). All RTG People are expected to act honestly, fairly and in accordance with the Code and applicable laws.

1.2 The purpose of this Policy is to:

- (a) set out RTG’s zero-tolerance position on bribery and corruption.
- (b) set out our commitment to do business in accordance with fair business practice in line with competition laws;
- (c) state that RTG acts in compliance with international sanctions and export controls regulations;
- (d) provide clear guidance on recognizing, preventing, detecting and reporting improper conduct; and
- (e) ensure that all RTG activities are conducted in compliance with applicable international laws, including the UK Bribery Act, the US Foreign Corrupt Practices Act (FCPA), the Treaty on Functioning of the European Union, and sanctions and export controls regulations enacted by the United Nations, the European Union, the United States and the United Kingdom.

2. Scope

2.1 This Policy applies to:

- (a) all RTG employees, directors, officers, board members and temporary staff;
- (b) consultants, contractors, intermediaries, agents and any other Third Parties acting on RTG’s behalf; and
- (c) all RTG legal entities worldwide, including subsidiaries.

2.2 RTG encourages affiliated companies, joint ventures and entities in which RTG holds an equity interest to adopt this Policy or an equivalent standard.

3. Ownership, Review and Approval

3.1 Group Legal, Tax & Compliance owns this Policy and is responsible for:

- (a) Reviewing its effectiveness and updating the Policy as needed; and
- (b) ensuring its implementation.

3.2 The RTG Board of Directors approves this Policy and any material amendments.

4. Who must comply with this Policy

4.1 All “RTG People” – as defined in section 2. – must read, understand and comply with this Policy. Failure to comply may result in disciplinary action, including termination of employment or contract.

5. Definitions

Bribery is offering, promising, giving, requesting or accepting anything of value to improperly influence the actions of another person. It is a criminal offence that may result in imprisonment and/or a fine. Organizations that fail to prevent bribery can face an unlimited fine, exclusion from tendering for public contracts, and damage to their reputation.

Competition Laws, also known as antitrust laws, are regulations designed to ensure fair competition in markets by preventing anti-competitive practices like price-fixing, monopolies, and abuse of market dominance, ultimately benefiting consumers through better prices, quality, and innovation, and promoting overall economic growth.

Corruption is any dishonest, unethical or illegal behaviour that constitute the abuse of entrusted power or position involving improper advantage with Government Official (public corruption) or another person (private corruption) for private or personal gain.

Due Diligence is the research process of assessing the integrity, legal compliance and potential risk exposure of Third Parties through public available sources and internal procedures.

Export Controls: legal framework restricting the transfer, export or re-export of certain goods, technologies or services.

Facilitation payments are any payments made to secure the performance or expedite a routine or necessary action (for example, payment made to a Government Official to expedite the inspection or release of goods). These are prohibited under this Policy.

Government Official: Any officer or employee of a government, governmental entity, state-owned or state-controlled enterprise, political party, public international organisation, or any person acting in an official capacity for such entities.

Kickbacks are typically payments made in return for preferential treatment or business advantage.

Red Flags for the purposes of this Policy are news, signals, conduct or facts that indicate that the Third Party has previously engaged or willing to engage in transactions in breach of this Policy or any potential risk of violation. Examples include unusual payment requests (i.e. uncommon payment methods, offshore accounts, intermediaries, inflated commissions, refusal to provide proper documentation and clear explanations about the transaction, Third Party with close links to Government Officials, request for urgent payment without contractual basis and negative media related to integrity, human rights abuse or Sanctions circumvention or violations.

Sanctions means restrictions imposed by governments or international organisations targeting specific countries, entities, individuals or sectors, in order to achieve foreign policy or national security objectives.

Third Party includes any individual or organisation engaged by RTG or interacting with RTG in the course of business (i.e. actual and potential clients, agents, suppliers, distributors, Government Officials or consultants).

6. Responsibilities

6.1 RTG People must:

- (a) comply with this Policy at all times;
- (b) complete mandatory trainings;
- (c) perform appropriate Due Diligence before entering into any arrangements with Third Parties;
- (d) remain alert for potential Red Flags throughout the course of business relationship; and
- (e) report any suspicion or incident of Bribery, Corruption, as well as any misconduct related to Competition Laws, Sanctions and Export Controls.

6.2 Management must:

- (a) lead by example;
- (b) ensure their teams understand and follows this Policy; and
- (c) support employees who raise concerns in good faith.

6.3 Group Legal, Tax & Compliance is responsible for providing guidance, training, Due Diligence standards and systems and investigation support.

7. Facilitation payments and kickbacks

7.1 Facilitation payments and kickbacks are treated as bribes in many jurisdictions. Under the UK Bribery Act, there is no exemption for “grease” payments; both paying and receiving can be criminal offences, with corporate and individual liability, unlimited fines, imprisonment, and potential director disqualification.

7.2 RTG strictly prohibits facilitation payments and kickbacks of any kind.

7.3 If a request for such payment is made, the RTG People must:

- (a) Refuse the payment;
- (b) Request an official receipt identifying the legal basis for any required fee; and,
- (c) Report the incident immediately to Group Legal, Tax & Compliance.

8. Gifts, hospitality and expenses

8.1 Under anti-bribery laws (including the UK Bribery Act), gifts and hospitality can constitute bribes if they are intended, or perceived, to induce or reward improper performance.

8.2 This Policy allows reasonable and appropriate hospitality or entertainment given to or received from third parties, for the purposes of:

- (a) establishing or maintaining good business relationships;
- (b) improving or maintaining our image or reputation; or
- (c) marketing or presenting our products and/or services effectively.

8.3 Gifts and hospitality may only be given or accepted if they are:

- (a) not intended to improperly influence a business decision;
- (b) reasonable, modest and infrequent;

- (c) transparent and given openly;
- (d) do not include cash or a cash equivalent (such as gift certificates or vouchers); and
- (e) it complies with any applicable local law.

8.4 Promotional gifts of low value such as branded stationery not exceeding EUR 50 (or equivalent) are generally acceptable.

8.5 Expenses may only be reimbursed when genuine, reasonable and properly documented.

9. Meetings with Government Officials

9.1 Government Officials are high-risk counterparties under anti-bribery laws. Benefits (gifts, hospitality, travel, donations, job offers, or favours) linked — explicitly or implicitly — to a requested outcome can be treated as bribes. Even modest, poorly timed hospitality can create an appearance of undue influence and trigger scrutiny.

9.2 Many jurisdictions impose lobbying registration, gift caps, meeting disclosure, and books-and-records/internal controls requirements. Failure to register, disclose, or accurately document meetings can result in fines, sanctions, or public censure, and undermine later defences if the interaction is questioned.

9.3 RTG People must:

- (a) obtain approval from their manager before engaging with any Government Official;
- (b) ensure they are authorized to represent the relevant RTG entity;
- (c) attend meetings with at least one additional RTG representative where reasonably possible;
- (d) document the meeting, including attendees, topics discussed and decisions made.

10. Competition Laws

10.1 Competition laws are designed to promote fair competition, protect consumers, prevent monopolies and ensure fair business practice.

- 10.2 RTG believes that free competition is the best way to do business in a fair and sustainable manner. That is why we are committed to acting in accordance with the Competition laws, guided by freedom of initiative, free competition, the social, consumer protection and repression of the abuse of economic power, preserving a free market economy, for the benefit of the community.
- 10.3 RTG shall not engage in any conduct that would unreasonably restrain trade or be considered an unfair business practice.
- 10.4 RTG People must observe the key best practices to avoid competition law violation, like:
- (a) When you meet competitors: Stick to a pre-set, legitimate agenda; keep the discussion to non-sensitive topics (publicly available information, regulatory matters, safety/standards). If prices, costs, margins, customers, capacity, bids, or future strategy come up, state you cannot discuss it, leave immediately, make a short contemporaneous note (who, when, what you objected to), and inform Legal. No side-chats, no messaging apps, and no exchanging slides or data without clearance.
 - (b) Do not share or accept competitively sensitive information: If you receive a competitor's pricing, costs, customer lists, volumes, or plans (even unsolicited), stop reading, do not forward or use it, reply that we cannot receive such information, delete as appropriate, and notify Group Legal Counsel Compliance.
 - (c) Do not coordinate market conduct: Never align bids or quotes, follow a rival's price announcement by agreement or understanding, split customers or territories, limit output, or time increases/launches with others. Set prices, discounts, volumes, and bids independently and keep records of your rationale.
 - (d) Do not control reseller pricing or block lawful sales: Do not tell distributors or retailers the minimum price they must charge, penalise discounting, or prevent online/cross-border sales without prior Legal approval. You may issue non-binding recommended prices only—no threats, penalties, or incentives to enforce them.

11. Prohibited Conducts

In summary, RTG People must never:

- (a) give, offer or promise anything of value to obtain an improper business advantage;

- (b) accept or promise gifts, hospitality or benefits intended or appearing to intend to influence business decisions;
- (c) offer or accept anything of value to or from any Government Officials;
- (d) provide or accept kickbacks or facilitation payments including via third parties;
- (e) request RTG to make payments not supported by legitimate documentation or requests any third party to mischaracterise payments;
- (f) share with competitors prices, sales terms, sales' strategies, payment terms, discount, profit margin, production levels, product developments, etc.;
- (g) obtain from the competitors the above information from their product and market strategies;
- (h) enter into, seek, or imply an agreement or understanding with a competitor that could be seen as an attempt to control, restraints the trade or secure a market or client, such as to fix prices, rig bids, limit output, share markets/customers, or coordinate timing of market moves;
- (i) engage in activities that could result in breach of Sanctions or Export Controls, including re-exports/re-transfers, technical assistance;
- (j) transact with restricted parties or sanctioned vessels, banks, or ports;
- (k) threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this Policy; or
- (l) conceal or fail to report misconduct.

12. Due Diligence on Third Parties:

- 12.1 Before engaging any Third Party, RTG People must conduct Due Diligence in accordance with internal procedure to assess the risks contemplated in this Policy, including:
- (a) Identity verification;
 - (b) Sanctions and Export Controls screening;
 - (c) Adverse media checks;
 - (d) Assessment of legal issues (including human rights, environment and legal disputes); and,
 - (e) Assessment of integrity risks (i.e. ongoing investigations and Politically Exposed Person status).

- 12.2 Due Diligence must be refreshed periodically whenever changes occur.
- 12.3 Any relevant Red Flags must be reported immediately to Group Legal, Tax & Compliance.

13. Record-keeping

- 13.1 Accurate and complete records must be maintained for all transactions where relevant, including:
 - (a) Gifts and hospitalities given or received;
 - (b) Expenses and reimbursements;
 - (c) Contracts and invoices;
 - (d) Meetings and their agendas and notes; and
 - (e) Due diligence documentation.
- 13.2 Off-book accounts or misleading records are strictly prohibited.

14. How to raise a concern

- 14.1 RTG encourages early reporting of any concerns related to Bribery, Corruption, Competition laws or Trade Control breaches.
- 14.2 Employees may report concerns to:
 - (a) Group Legal, Tax & Compliance;
 - (b) Group HR; or
 - (c) Speak up Channel.
- 14.3 Reports may be made through any of these channels, and all reports will be treated confidentially to the extent permitted by law.
- 14.4 No concerns raised in good faith will result in retaliation. Retaliation against reporters or those assisting investigations is prohibited and may result in disciplinary action.

15. Training and Communication

- 15.1 RTG will provide regular training on Anti-corruption, Anti-bribery, Competition laws, Sanctions and Export Controls. Group Legal, Tax & Compliance shall promote actions to broadcast this Policy.
- 15.2 Completion of mandatory training is required for relevant RTG People.

16. General Provision

- 16.1 Any RTG People who breach this Policy may face disciplinary action, which could result in warning, suspension, or dismissal as per the applicable laws.
- 16.2 RTG may terminate relationships with Third Parties that violate this Policy.