



ANTI-CORRUPTION POLICY

Legal Department

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CONTENTS

1	Introduction.....	3
2	Purpose.....	3
3	Scope	3
4	Compulsory Rules	3
5	Guidelines for Engaging Foreign Business Partners	7
6	Acquisitions	8
7	Trainings	8
8	Audits, Reporting and Monitoring.....	8
9	Compliances Committee	9
10	Disciplinary Procedure.....	10
11	Sanctions	10

1. INTRODUCTION

All entities affiliated to the Tekna group (collectively, “**Tekna**” or the “**Company**”) are subject to the anti-corruption laws of all countries in which Tekna conducts business (collectively, the “**Anti-Corruption Laws**”), such as the Corruption of Foreign Public Officials Act of Canada (the “**CFPOA**”), the Foreign Corrupt Practices Act of the United States (the “**FCPA**”), the United Kingdom Bribery Act 2010 (the “**UKBA**”) and the Norwegian Penal Code (the “**NPC**”), collectively, along with local and domestic legislation, and other applicable laws. The laws of most countries make the payment or offer of payment of a bribe, kickback or other corrupt payment a crime, leading to fines, imprisonment and reputational harm for the companies and individuals involved.

More specifically, these Anti-Corruption laws, as amended from time to time, **prohibit companies and their employees and agents from directly, or indirectly through an intermediary, offering, promising to pay or authorizing the payment of money or the provision of anything of value to foreign or domestic officials or to persons doing business in the private sector for the purpose of influencing their acts or decisions.** This is the case even if such payments are common or customary in the countries in question.

2. PURPOSE

The purpose of this Anti-Corruption Policy (the “**Policy**”) is to reaffirm Tekna’s commitment to ethical conduct and compliance with all applicable Anti-Corruption Laws, a commitment that is embodied, notably, in Tekna’s Code of Conduct and Ethics (the “**Code of Conduct and Ethics**”) and in Tekna’s Business Partner Code of Conduct (the “**Business Partner Code of Conduct**”). This Policy supplements the principles and standards of conduct set forth in the Code of Conduct and Ethics and should be read in conjunction with it.

3. SCOPE

This Policy applies to all Tekna’s directors, officers and employees (collectively Tekna’s “**Representatives**”) as well as to all of Tekna’s advisors, distributors, contractors, joint venture partners, licensees and suppliers, and their respective Representatives (collectively, Tekna’s “**Business Partners**”).

4. COMPULSORY RULES

4.1. PROHIBITED PAYMENTS & FACILITATION PAYMENTS

A) WHAT IS A PROHIBITED PAYMENTS

All of Tekna’s Representatives and Business Partners are strictly prohibited from, directly or indirectly through one or more intermediaries, giving, offering, or agreeing to give or offer, a bribe or kickback to any person, or solicit or receive a bribe or kickback from any person (a “**Prohibited Payment**”).

Prohibited Payments include the payment of anything of value (in the form of cash or cash equivalents, gifts, loans, rewards, travel, entertainment or hospitality, business or employment opportunities, in-kind or free services, advantages or benefits of any kind), to or for the benefit of any foreign official, domestic official or person doing business in the private sector (an “**Individual**”), for the purpose of inducing or rewarding favourable action (or withholding of action) or the exercise of influence by such Individual in contravention of applicable Anti-Corruption Laws.

(1) WHAT IS A FOREIGN OFFICIAL

A “**foreign official**” or “**domestic official**” includes:

- Any government officer or employee, whether from a foreign or domestic government or any of its departments, agencies, or entities;
- Entities hired to review or accept bids for a government or its departments, agencies, or instrumentalities;
- An employee or officer of a state-owned or state-controlled company;
- Politicians or officials, whether elected or appointed, serving in legislative, judicial, or administrative roles or political candidates;
- Members of political parties or their officials;
- Employees, officers, or agents of public international organizations (e.g., the World Bank, the Red Cross, the UN, and NATO);
- Any individual acting in an official capacity on behalf of the aforementioned categories;
- Individuals fulfilling public roles in various government branches at any level;
- Spouses and immediate family members (parents, siblings, and children) of individuals falling within the categories mentioned above.

(2) APPLICATION OF THIS POLICY TO THE PRIVATE SECTOR

Bribery and corruption in the private commercial context would include (but not be limited to) making Prohibited Payments to representatives of existing or prospective Business Partners in order to secure an advantage over competitors or against the interests of such the Business Partner.

In addition, Tekna’s Representatives and Business Partners are themselves prohibited from soliciting or accepting Prohibited Payments or acting as an intermediary for a third party in the solicitation, acceptance, payment or offer of a Prohibited Payment, for the purpose of improperly influencing the person’s judgment or the judgment of others making decisions on behalf of or to benefit Tekna.

Tekna’s Representatives and Business Partners must also not ignore circumstances that raise a suspicion that a payment may constitute a Prohibited Payment.

For more information on Tekna’s policies on gifts, entertainment and other gratuities, please consult Tekna’s Code of Conduct and Ethics and Business Partner Code of Conduct.

(3) IMPROPER BUSINESS ADVANTAGES

Prohibited Payments can take many forms, but they will often involve a “quid pro quo”, meaning that the Prohibited Payment is offered or paid in exchange for a benefit to obtain or retain a business advantage.

Examples of improper business advantages given in exchange for a Prohibited Payment would include (but not be limited to) when an Individual:

- (i) Awards or extends a contract or modifies a contract on more favourable terms;
- (ii) Provides confidential details regarding a tender for a contract or other business or information concerning competing bids;
- (iii) Overlooks a violation or tolerates non-compliance with applicable laws;
- (iv) Eliminates or reduces applicable fines, taxes, tariffs, customs duties, or other fees;
- (v) Does not perform a task that should otherwise be performed (i.e. does not conduct a required inspection during the customs process); or
- (vi) Grants or continues a favourable license or favourable tax treatment.

(4) INDIRECT PROHIBITED PAYMENTS

Prohibited Payments also include indirect advantage offered to or for the benefit of an Individual, such as, without limiting the generality of the foregoing:

- (i) providing a scholarship or internship to a relative of an Individual;
- (ii) providing capital to a business of which an Individual or a relative of an Individual is a shareholder; or
- (iii) contributing to a charitable organization in which an Individual or the relative of an Individual has an interest, can constitute indirect Prohibited Payments in contravention of this Policy.

B) FACILITATION PAYMENTS

“Facilitation Payments” are small payments to a government official for the purpose of expediting or securing performance of a non-discretionary routine action, such as obtaining official documents, processing governmental papers, or providing police or utility services. Although Facilitation Payments are permitted in limited circumstances under the FCPA, they are prohibited under most anti-corruption laws, including the CFPOA, the UKBA and domestic legislation. As such, Tekna’s Representatives and Business Partners are strictly prohibited from making or accepting any Facilitation Payments.

C) REPORTS OF PROHIBITED PAYMENT AND FACILITATION PAYMENTS

Any Tekna’s Representative or Business Partner who is solicited by or on behalf of an Individual for a Prohibited Payment or a Facilitation Payment must immediately report the solicitation to Tekna’s VP Legal Affairs.

Solicitations encompass both explicit requests for Prohibited Payments or Facilitation Payments and situations where a Representative or Business Partner believes that such a payment is implied or that services are being withheld or delayed until such a payment is made.

4.2. HEALTH AND SAFETY PAYMENTS



Tekna acknowledges the rare instances where its Representatives may need to make payments to officials, whether foreign or domestic, to prevent physical harm or loss of personal freedom, known as "**Health and Safety Payments**." In such cases, these payments can be authorized by the VP Legal Affairs after notification.

If immediate approval cannot be obtained due to the risk of imminent harm, physical danger, or the loss of personal liberty, any Health and Safety Payment made should be reported in writing to the VP Legal Affairs as soon as possible. This report must include details of the circumstances and reasons for the lack of prior approval. Examples of such situations include encounters with individuals claiming to be law enforcement or military personnel who demand payment for safe passage or facing the threat of imprisonment for minor infractions, such as traffic violations or visa issues, with payment being the condition for release.

The VP Legal Affairs will investigate these cases, document the circumstances, ensure proper financial recording, and report the findings to the Compliance Committee (as defined in Section 9).

4.3. MARKETING AND CONTRACT ADMINISTRATION EXPENSES

"**Promotional Expenses**" are payments or reimbursements of a foreign or domestic official's reasonable expenses relating to the lodging, transportation and meals incurred by that official in good faith that are directly related to the promotion of Tekna's products and services, or the performance of an existing contract between Tekna and a foreign customer. These Promotional Expenses are limited under some Anti-Corruption Laws.

Tekna's Representatives and Business Partners are prohibited from paying or reimbursing Promotional Expenses, except in very limited circumstances and with the prior written approval of the VP Legal Affairs. Approved Promotional Expenses must be properly accounted for and supported by appropriate documentation.

4.4. POLITICAL CONTRIBUTIONS

No Tekna Representative may directly or indirectly make any contribution on behalf of the Company to any political party or to any candidate for political office.

4.5. CASH PAYMENTS

Cash payments of any kind to a third party are prohibited. Company checks shall not be written to "cash," "bearer," or anyone other than the party entitled to payment.

4.6. BOOKS AND RECORDS AND INTERNAL CONTROLS

Tekna is dedicated to establishing, documenting, upholding, and continuously improving its internal accounting controls to guarantee the accurate and fair recording of all payments in the company's financial records.

Therefore, Tekna's Representatives are expected to acquaint themselves with and adhere to relevant standards, principles, laws, and company protocols governing accounting and financial reporting. Prior to disbursing or authorizing a payment to an Individual, Tekna's Representatives must ensure that the payment serves no purpose other than that which will be accurately and comprehensively documented in Tekna's financial records.

The creation of undisclosed or unrecorded accounts for Tekna, or the making of false, misleading, incomplete, or fictitious entries in the books and records, is strictly prohibited under any circumstances.

Using personal funds, funds belonging to relatives, or those of third parties to make any Prohibited Payment or Facilitation Payment is also prohibited.

Lastly, engaging in "off the books" payments or destroying the company's financial records or transaction-related documents to conceal payments, regardless of the amount, is strictly prohibited.

5. GUIDELINES FOR ENGAGING FOREIGN BUSINESS PARTNERS

Under the Anti-Corruption Laws, an act of a Business Partner may be viewed as an act of the Company. If this Policy is not followed, Tekna may be held responsible for the actions of the Business Partner.

Therefore, all matters pertaining to the selection, engagement and oversight of Business Partners, including the due diligence investigation, contractual arrangements and ongoing monitoring, must comply with the Business Partner Guidelines which will be implemented by the Compliance Committee in the year following the adoption of this Policy (the "**Business Partner Guidelines**").

6. ACQUISITIONS

Tekna will ensure that new business entities with pre-existing international operations are only acquired after a specific anti-corruption due diligence investigation has been performed in accordance with specific guidelines approved by the Compliance Committee. The Human Resources Department will ensure that this Policy, including compliance certification and training, is implemented in such newly acquired business entities as quickly as practicable.

7. TRAININGS

Tekna's Representatives and Business Partners are expected to become familiar with this Policy.

Tekna's Representatives may be required to participate in periodic training programs to ensure that the Policy is well understood.

All Tekna's Representatives must certify:

- (i) that they have read and understand this Policy,
- (ii) that they are not aware of any violations of the Policy that have not previously been reported, and

- (iii) to the extent this falls within their scope of responsibilities, that their local or departmental operating procedures adequately implement the Policy.

8. AUDIT, REPORTING AND MONITORING

8.1. AUDITS

Tekna will conduct periodic audits of its international offices, manufacturing facilities, Business Partners and, if applicable, newly acquired entities, in order to evaluate the effectiveness of and compliance with the requirements of this Policy. Audits may be conducted internally by Tekna, or externally by retained third parties.

8.2. REPORTING AND MONITORING

Tekna's Representatives are required to report any Prohibited Payments, or requests, offers or solicitations for same, or any other suspected violations of this Policy by any Tekna's Representative, Business Partner or any other service provider working for or on behalf of Tekna, or by any other third party in connection with Tekna's business (for example, a counter-party in a transaction), as soon as they become aware of such violations.

All Representative complaints or reports of violations must be addressed to the VP Legal Affairs. All reports received will be promptly and fully investigated. No person who, in good faith, reports improper practices or questionable acts in accordance with this Policy will suffer reprisals or retaliation of any kind, including dismissal, demotion, suspension, threats, harassment or any other manner of discrimination in the terms and conditions of employment.

9. COMPLIANCE COMMITTEE

The Ethics and Compliance Committee (the "**Compliance Committee**"), which was appointed by Tekna's CEO and Executive Committee, is responsible for overseeing the Company's global ethics and fraud compliance programs, including anti-corruption compliance.

The Compliance Committee is comprised of certain Company's Representatives representing finance, operation, ESG, legal and human resources. Committee members are listed in Schedule A.

More specifically, the Compliance Committee is responsible for the following:

- (i) The design, implementation and administration of the Policy;
- (ii) Monitoring the effectiveness of and compliance with the Policy and reporting thereon to the Audit Committee;
- (iii) Reviewing and updating, if necessary, the Policy on a regular basis in order to reflect legislative developments and Company practices and making recommendations to the Audit Committee for any material amendments to the Policy; and
- (iv) Overseeing the implementation of measures to ensure that the Policy is communicated to and understood by all of the Company's Representatives and, where necessary or appropriate, Business Partners.

The Compliance Committee may, from time to time, adopt specific guidelines and procedures to supplement this Policy, such as the Business Partner Guidelines. All references herein to the Policy will be deemed to include the Business Partner Guidelines and any other guidelines and procedures adopted hereunder from time to time.

All questions concerning the Policy, including requests for information and questions in cases of doubt, should be referred to the CFO or the VP Legal Affairs.

The Compliance Committee reports to the Audit Committee on a quarterly basis, or more frequently in the event of a breach of this Policy. The Executive Committee has the authority to report matters regarding this Policy directly to Tekna's Board of Directors.

10. DISCIPLINARY PROCEDURES

The disciplinary procedures regarding violations of this Policy are as follows:

In the event of a breach of this Policy or violation of Anti-Corruption Laws by a Representative, the Representative will be sanctioned, which sanction may include termination of employment or office and the initiation of legal action for damages where appropriate. During any investigation period, the Representative may be suspended from work or office, with or without pay. Any manager or supervisor who fails to take reasonable steps to prevent or detect contraventions will also be subject to discipline.

A Tekna Representative who breaches this Policy or who violates Anti-Corruption Laws will not be indemnified or saved harmless in any manner by Tekna, nor will Tekna provide any contribution to the costs incurred by the Representative in defending any action for breach of Anti-Corruption Laws or this Policy by any civil or criminal authority.

Business Partners who violate Anti-Corruption Laws or this Policy may face immediate termination of any contract and the initiation of legal action for damages where appropriate, among other remedies.

11. SANCTIONS

Both individuals and Tekna can be held liable under Anti-Corruption laws.

Individuals may be subject to significant fines and face imprisonment. In Canada, maximum jail terms ranges between five to 14 years.

The Company can face significant criminal fines or civil administrative monetary penalties. In Canada, the amount of any fine would be at the discretion of the judge, and there is no maximum. Moreover, because this is an indictable offence, no limitation period would apply.

SCHEDULE A
ANTI-CORRUPTION POLICY

CURRENT MEMBERS OF THE ETHICS AND FRAUD COMPLIANCE COMMITTEE

Title	Current Holder of the position
CFO	Espen Schie
VP Legal Affairs & Corporate Secretary	Sophie Burgaud
VP Operations	Étienne Villeneuve
Director of Human Ressources	Pier-Luc Crête
VP, Corporate Strategic Development and Innovation	Arina Van Oost

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