



Anti-Fraud & Anti-Corruption Policy



CENDYN ANTI-FRAUD & ANTI-CORRUPTION POLICY

Dated: January 1, 2025

Cendyn Group LLC and its subsidiaries (“Cendyn”) are committed to winning and retaining its customers on the merits of its products and services, not by using unethical or illegal business practices. And, as such, we strictly prohibit any form of bribery, corruption, or unethical behavior in all aspects of our operations.¹

This policy applies to all of Cendyn’s operations globally, including to all of Cendyn’s directors, officers, employees, agents, consultants, shareholders, and partners. We expect all those covered by the policy to abide by all Anti-Corruption Laws.

1. PROHIBITION OF BRIBERY IN GENERAL

1.1 **Scope.** Bribery is the offer, promise, payment, transfer, request, authorization of, and/or agreement to exchange, whether directly or indirectly, “anything of value” to a third-party in order to induce that third-party to perform or to secure an improper advantage.

1.2 **Defining “Anything of Value.”** We define “anything of value” as anything that provides a value, including cash and non-cash equivalents (such as gifts, travel, excessive entertainment, loans, donations, employment). It can also include intangible benefits (such as stock tips and favors)

2. PUBLIC SECTOR BRIBERY

2.1 **Government Officials.** All interactions with government officials must be conducted with integrity and in compliance with all Anti-Corruption Laws. Gifts, entertainment, or hospitality offered to government officials must be modest, lawful, and transparent, and should not be intended to influence their official duties. Such offers must be pre-approved by and reported to legal@cendyn.com.

2.2 **Non-US Government Officials.** The FCPA also has restrictions on gifts, entertainment, or hospitality offered to certain non-US government officials.² The FCPA allows companies to offer to pay for:

- (a) the reasonable cost of a non-US government official’s meals, lodging, or travel, if and ONLY if the expenses are reasonable and directly related to the promotion, demonstration, or explanation of a company’s products or services, or the execution of a contract.
- (b) promotional gifts or a small value may be given to a non-US government official as a courtesy in recognition of services rendered or to promote goodwill. These gifts must be nominal in value and should be branded by Cendyn’s trademarks.

¹ This Anti-Corruption Policy is designed to ensure compliance with anti-fraud and anti-corruption laws, including but not limited to, the US Foreign Corrupt Practices Act of 1977 (“FCPA”) and UK Bribery Act (“UKBA”), and other applicable anti-corruption laws worldwide (collectively referred to as “Anti-Corruption Laws”).

² The FCPA broadly defines the term non-US government official to include: (a) officers or employees of a non-US government or any department or agency; (b) officers or employees of a company or business owned or controlled by a non-US government (state owned or controlled enterprise); (c) officers or employees of a public international organization (for example, United Nations, World Bank, or the European Union); (d) non-US political parties or officials; and (e) candidates for non-US political office



Such offers to non-US government officials made must be pre-approved by and reported to legal@cendyn.com.

3. DUE DILIGENCE ON BUSINESS PARTNERS. Cendyn conducts thorough due diligence on all business partners, including vendors, agents, consultants, distributors, and other third parties, to ensure they adhere to similar ethical standards and do not engage in corrupt practices.

4. ACCOUNTING AND RECORD-KEEPING. Cendyn has an effective system of internal accounting controls to ensure that it maintains accurate books and records that show a true and fair view of its business.

5. RESPONSIBILITY OF MANAGEMENT. Management is responsible for promoting a culture of integrity, compliance, and ethical conduct throughout Cendyn and ensuring that adequate resources are allocated to support effective implementation of this policy.

6. TRAINING, AWARENESS, & IMPROVEMENT. Cendyn provides regular training and awareness programs on anti-corruption laws, policies, and procedures to ensure understanding and compliance. Further, Cendyn is committed to continuously reviewing and improving its anti-corruption measures to adapt to changes in laws, regulations, and business practices.

7. REPORTING AND COMPLIANCE. Any suspected violations of this policy, including concerns about bribery, corruption, or unethical behavior, should be reported to legal@cendyn.com or Cendyn's confidential hotline [webpage](#). Cendyn will investigate all reports promptly and take appropriate disciplinary action against violators.

8. NON-RETALIATION. Cendyn prohibits retaliation against any individual who reports a suspected violation of this policy in good faith. Any acts of retaliation will be subject to disciplinary action.

Adherence to this policy is mandatory. Violations of this policy may result in disciplinary action, termination of employment or business relationship, and legal consequences.

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