

Anti-Bribery/Anti-Corruption Policy

1. Policy Statement

Prince Industries (the Company) is committed to conducting its business with the highest standards of integrity and ethical behavior. We have a **zero-tolerance policy towards all forms of bribery and corruption**, and we are dedicated to complying with all applicable anti-corruption laws and regulations in every country where we operate. This includes, but is not limited to, the U.S. Foreign Corrupt Practices Act (FCPA) and the U.K. Bribery Act 2010.

1.1 Purpose and Scope

The purpose of this Anti-Bribery and Anti-Corruption Policy is to provide clear guidance to all employees, officers, directors, and third-party representatives acting on our behalf. It outlines our collective responsibilities for recognizing and combating corruption risks and ensures adherence to our ethical principles.

This policy applies globally to all individuals working for or with Prince Industries, including temporary or permanent employees, contractors, consultants, agents, and other third parties (“Covered Persons”). **It prohibits offering, giving, receiving, or soliciting bribes, kickbacks, and any other improper payments or benefits, whether in the public or private sector.**

1.2 Our Commitment

Upholding this policy is critical to protecting our corporate reputation, maintaining the trust of our customers and partners, and mitigating significant legal and financial risks. **We expect all Covered Persons to not only understand this policy but also to act with integrity in their day-to-day business activities.** Failure to comply will be treated as a serious matter, which may result in disciplinary action, including termination of employment or business relationship.

2. Definitions

- **Bribery:** The offering, promising, giving, requesting, or receiving of anything of value with the intent to improperly influence a business decision or to gain a business advantage.
- **Corruption:** The misuse of a public or private position for personal or corporate gain.
- **Anything of value:** This term is interpreted broadly and includes not only money but also gifts, meals, travel, entertainment, discounts, jobs, political contributions, charitable

donations, loans or non-arm's length transactions, business, employment or investment opportunities, and other favors or benefits.

- **Government official:** Any officer or employee of a government or government-owned entity, candidate for political office, official of a public international organization, any person with the responsibility to allocate or influence expenditures of government funds, including persons serving in unpaid, honorary, or advisory positions, or any person acting in an official capacity or on behalf of any government or public international organization.
- **Facilitation payments:** Small payments made to a government official to expedite or secure a routine governmental action. These are explicitly prohibited under this policy.
- **Kickback:** A return of a portion of a payment made as a reward for a business advantage. All kickbacks are prohibited.
- **Third Party:** Any individual or entity acting on behalf of the Company, including agents, consultants, distributors, resellers, joint venture partners, contractors, and other business intermediaries.

3. Prohibited Conduct

- **No bribes:** You must never offer, promise, or give a bribe, directly or indirectly, to a government official or a private party for any reason. This prohibition applies regardless of the amount involved, local customs, or competitive pressures.
- **No accepting bribes:** You must never, directly or indirectly, solicit or accept a bribe, kickback, or any improper payment from anyone.
- **No facilitation payments:** All facilitation payments are strictly prohibited, regardless of local customs or expectations.
- **Third Parties:** This policy applies to Parties. You must not use a Third Party to do anything that is forbidden by this policy. Authorizing a Third Party to engage in conduct that you cannot do directly is a violation of this Policy.

4. Facilitating Payments and Kickbacks

- Facilitating payments and kickbacks, whether legal or not in a country, are prohibited under this Policy. Employees must notify Human Resources when identifying a facilitation payment request.

5. Gifts, Hospitality, Travel and Entertainment

Modest and reasonable gifts, meals, and entertainment may be appropriate in certain business contexts to build legitimate business relationships, provided they are:

1. Reasonable in value and frequency
2. Transparent and properly documented
3. Consistent with local law and custom
4. Not intended to improperly influence a business decision
5. Not creating an obligation or expectation of reciprocity
6. Compliant with the recipient's organization's policies

All gifts, hospitality, travel, and entertainment provided or received must be accurately recorded in the Company's books and records with sufficient detail to identify the business purpose, recipient or provider, and value.

5.1 Governmental Officials

All interactions with government officials must comply with the Policy, the Company's Code of Conduct and with all applicable laws, rules, and regulations. All such interactions must adhere to the Company's commitment to act in compliance with the highest ethical standards and to conduct business honestly and legally, and Covered Persons should not create the appearance of impropriety regardless of whether there was any improper intent.

Written pre-approval by the Company's Director of Human Resources, CFO or other appropriate representative is required in every instance when gifts, hospitality, travel, or entertainment is to be offered or extended to a government official. Pre-approval should be requested and obtained before extending any gift or invitation to a government official.

5.2 Limitations on Non-Governmental Gifts, Hospitality, Travel and Entertainment

Gifts, hospitality, travel, and entertainment may not be used to influence any person or to obtain or retain an improper business advantage for the Company.

- **Gifts:** Small, infrequent, and appropriate gifts may be given or received in the normal course of business, provided they do not create the appearance of impropriety. Gifts of cash or cash equivalents are never permitted.
- **Hospitality:** Modest and reasonable hospitality, such as meals or entertainment, is permissible if it is for a legitimate business purpose and is not intended to improperly influence a business decision.

Any gift that exceeds \$100, acceptable business hospitality/entertainment that exceeds \$250 per attendee per event or involves a government official requires prior written approval from the Director of Human Resources, CFO or other appropriate representative.

5.3 Gifts that are Never Allowed

- Cash or the equivalent (e.g., gift cards or vouchers)
- Gifts, travel or hospitality costs to family members of government officials
- Gifts that violate local customs, rules or regulations governing the conduct of the government official, or that would reflect badly on the Company.

6. Charitable and Political Contributions

The Company prohibits the use of company funds for political contributions.

From time to time, the Company may make charitable donations in the form of in-kind services, knowledge, time, or direct financial contributions. Charitable contributions are acceptable, provided:

- The request for a donation is made in writing and sufficiently describes the charitable purpose of the donation, any business reason for the donation, and all details about the recipient;
- The donation is legal and ethical under local laws and practices;
- Proper due diligence is performed to ensure that the recipient is a bona fide charitable organization, and the recipient has no connection to a government official who is in a position to act or take a decision in favor of the Company;
- The donation will not be misused in exchange for a business benefit or advantage;
- It is approved in writing by the Director of Human Resources, the CFO or other appropriate representative in advance;
- It is accurately recorded in the Company's books and records.

7. Working with Third Parties

As noted above, because anti-bribery laws prohibit “indirect” as well as direct offers and payments, the Company and you may be held liable for the conduct of Third Parties such as the Company’s agents and business partners when we know or reasonably should have known of the unlawful conduct. Turning a “blind eye” or ignoring “red flags” that something may be wrong does not exonerate you or the Company from liability.

Authorizing a Third Party to do something that you cannot do directly is a violation of this Policy.

7.1 Due Diligence & Contract Requirements

Before entering into a relationship with a Third Party, the responsible Employee must first conduct a reasonable investigation into the Third Party’s background, reputation, and business capabilities. This investigation is called due diligence and should be documented by using the policies and procedures developed for this purpose.

All Third Parties engaged by the Company to provide services are required to follow Prince’s PO’s, Terms & Conditions & Supplier Quality agreements (where applicable). No contract with a Third Party should be concluded until the due diligence has been completed and the Director of supply chain has deemed satisfactory and approved it.

All contracts must contain anti-corruption representations and warranties consistent with this policy and the Third Party has formally accepted and agreed to comply with the Company’s anti-corruption Policy.

7.2 Red Flags

Covered Persons must be alert to red flags that may indicate potential bribery or corruption risks, including but not limited to:

1. Requests for unusual payment arrangements, such as payments to third-party accounts, offshore accounts, or accounts in countries other than where services are provided
2. Requests for cash payments or payments without proper documentation
3. Unusually high commissions or fees compared to market rates
4. Lack of transparency regarding ownership, qualifications, or services
5. Reputation for paying bribes or close relationships with government officials

6. Reluctance to agree to anti-corruption contractual terms
7. Requests for reimbursement of expenses without adequate documentation
8. Suggestions that payment is necessary to secure business or favorable treatment

If you encounter any red flags, you must immediately report them to the Director of Human Resources, Chief Financial Officer, or other appropriate representative.

8. Reporting and Retaliation

It is the responsibility of all Covered Persons to prevent, detect, and report bribery and corruption.

You must notify the Director of Human Resources, CFO or other appropriate representative without delay if you believe or suspect that a violation of any bribery or corruption laws or this Policy has occurred or will occur in the future. If you are unsure whether an act constitutes bribery or corruption, or if you have other questions or concerns, you must raise your concerns with the Human Resources, CFO or other appropriate representative.

Alternatively, if you wish to report such matters anonymously, you may submit a description of the concern or complaint to the attention of the Director of Human Resources or other appropriate representative, by mail to 745 N. Gary Avenue, Carol Stream, IL 60188, or by e-mail to ethics@princeind.com. You may also report suspected violations to the ethics hotline at **630-510-5730**.

The Company will not tolerate any form of discrimination, harassment or retaliation against any person who raises a concern in good faith or refused to participate in conduct that would violate law or this Policy. All reports will be investigated and appropriately addressed. The Company will attempt to keep its discussions with any person reporting a violation or concern confidential to the extent that is reasonably possible.

9. Training and Communication

The Company will provide training to all Employees on a regular basis to assist them in understanding and complying with this Policy and to inform them of changes to the Policy. Employees must participate in and complete the offered training when required to do so.

10. Consequences of Failure to Comply

Failure to comply with any provision of this Policy is a serious violation, and may result in disciplinary action, up to and including termination, as well as civil or criminal charges.