



Anti-Bribery and Anti-Corruption Policy

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1. Purpose

This Anti-Bribery and Anti-Corruption Policy (“Policy”) sets forth AUSTRIACARD Group’s (“the Group”) commitment to conducting business ethically and in full compliance with applicable anti-bribery and anti-corruption laws, including but not limited to the Austrian Criminal Code, the U.S. Foreign Corrupt Practices Act (FCPA), the UK Bribery Act, and other relevant international regulations, including EU anti-corruption directives. The Policy aims to prevent bribery, corruption, and improper conduct across all operations globally by implementing robust compliance mechanisms and internal controls.

This Policy will be amended as necessary by resolution of the Management Board of AUSTRIACARD HOLDINGS AG and may be supplemented, if needed, by specific guidelines applicable only to certain countries or regions. The rules set out in this Policy are to be regarded as minimum requirement, including any value thresholds.

Local laws and practices must be observed in any case.

2. Scope

This Policy applies to all directors, officers, employees, contractors, consultants, agents, intermediaries, and any other third parties acting on behalf of AUSTRIACARD (collectively, “Covered Persons”).

AUSTRIACARD group comprises all companies in which AUSTRIACARD HOLDINGS AG directly or indirectly holds at least 50 % of the share capital or over which it exerts control in another manner.

Any Covered Persons who violate provisions of this Policy may be subject to disciplinary measures. Furthermore, violations may have legal consequences under criminal and civil law, including recourse claims and claims for compensatory damages.

3. Responsibility for Implementation

Each covered person is responsible for complying with and implementing the Policy. When interpreting the rules of the Policy, covered persons should also be guided by common sense and question whether, based on reasonable ethical and moral standards, a specific course of action could give rise to criticism.

Covered persons can seek advice and decision-making assistance from (i) direct supervisors, (ii) Local Management and Local Compliance Officer, if applicable, (iii) Group Compliance Officer and Group General Counsel if they have questions or are unclear about the Policy.

All Covered Persons shall act solely in the best interests of AUSTRIACARD and shall refrain from engaging in any private or personal activities that could create, or appear to create, a conflict of interest with their professional responsibilities.

4. Policy Statement

Covered Persons are strictly prohibited from engaging in bribery and corruption in any form, whether direct or indirect. No Covered Person shall offer, give, solicit, or accept any bribe, kickback, or improper advantage to or from any person or entity, whether public officials or private parties, to obtain or retain business or any improper advantage.

5. Mandatory Reporting of Breaches

All Covered Persons are obliged to report immediately any actual or suspected breaches of this Policy, including attempts to its superior and/or Local Management/Local Compliance Officer. Reporting can be done through whistleblower hotlines such as the groups [independent whistleblowing reporting channel](#). Failure to report known violations may itself constitute a breach of this Policy.

The Group ensures protection against retaliation for individuals who report concerns in good faith.

6. Prohibited Conduct

- Offering, promising, giving, or authorizing the provision of money, gifts, hospitality, or any other advantage to improperly influence business decisions or secure unfair benefits
- Requesting, agreeing to receive, or accepting such advantages
- Making facilitation or “grease” payments
- Engaging in any form of kickbacks or secret commissions
- Falsifying accounts or records to conceal bribery or corrupt payments.

7. Gifts, Hospitality, and Entertainment to and from Business Partners and from Third Parties

7.1. Appropriate Gifts

Up to a certain extent, gifts to commercial business partners within the framework of an active business relationship are common practice and legally permitted. However, making and accepting of business gifts is only permitted if the gift is appropriate in view of all the circumstances of the individual case. If the commercial business partner is a company, these rules apply to both the owner and the management/employees of the company in question.

When assessing the appropriateness of a gift, each case is to be evaluated with a view to the impression the gift creates with third parties. The value and type of the gift have to correspond to the circumstances of the case and must not go beyond the framework of common lawful business practices. The gift should serve to deepen the business relationship without imposing any obligation or constraint on the receiving party. The recipient of a gift must be aware of the motivation of the donor and the impression which acceptance of the gift may make on third parties.

Appropriate Gifts: gifts of nominal value and hospitality that fall within the limits of ordinary business practice, meaning they are customary, proportionate, and not intended to influence business decisions—for example, a cup of coffee during a meeting, a modest working lunch, or a branded pen handed out at a conference. Such appropriate gifts are admissible, these include for instance:

- Food and beverages, especially if consumed within the framework of a business function
- Articles of daily use, such as writing implements or office accessories, etc.
- Advertising give-aways bearing the corporate logo or advertising messages
- Tickets for sports and entertainment events of a net value of less than EUR 150.00 (one hundred and fifty)

If the costs of the meal or event (including social programs in the course of seminars, lectures or training courses) are unreasonably high or if invitations of this kind are extended very often, the employee is obliged to notify the management of the company concerned without delay and to refuse the invitation (see Sec. 9).

7.2. Threshold for appropriate gifts/invitations

In principle, costs per event/gift of not more than **EUR 150.00 (one hundred and fifty) per person** or up to a maximum of **EUR 1,000.00 (one thousand) per year¹** are considered to be appropriate. Please note that local law or local circumstances might warrant a significantly lower threshold of what is considered a lawful gift. In case of doubt, please check with your superior and/or Local Management/local Compliance Officer.

All gifts and hospitality – whether given or received - **exceeding the monetary limits more than EUR 150.00 (one hundred and fifty) per person per event/gift or up to a maximum of EUR 1,000.00 (one thousand) per year must be recorded accurately and reported to your Line Manager by using the Gift & Hospitality Reporting Form.** In the Gift & Hospitality Reporting Form (as attached to this Policy as Annex ./1) the following has to be disclosed:

- Who financed the gift or the event?
- What is the objective or expectation behind this event or trip?
- What is the relationship between the donor and AUSTRIACARD?
- What is the market value of the gift?

The Gift & Hospitality Reporting Form must be sent to (i) your Line Manager for approval **or** (ii) to your Local Compliance Officer, if applicable.

7.3. Gifts for spouses or family members

Gifts to spouses and family members are deemed to be business gifts if they are handed over within the framework of a business relation with AUSTRIACARD. The acceptance of gifts by such persons is subject to the rules applicable to employees as outlined in this Policy. Benefits for the employee's spouse (or family members) are to be added up for the calculation of the limit to be applied.

7.4. In case of doubt

If you have any doubt about the legality of a gift (giving or receiving), please notify your Line Manager or the Local Management/the Local Compliance Officer of the type and value of the gift in order to clarify if its acceptance is admissible. Acceptance of such gifts is subject to prior approval by your Line Manager. **In case of doubt, or if approval by the Line Manager cannot be obtained (in time), acceptance of the gift or gratuity is to be refused.**

7.5. Gifts from third parties and public reputation

The Policy applies for individuals and/or companies that do not have any business relations with AUSTRIACARD as making/accepting a gift must never result in pressure to act in a certain way or damage the public reputation of AUSTRIACARD (or any of its group companies).

¹ Each one less or more of 150 EUR, but accumulated is up to 1.000 EUR.

8. Inadmissible Business Gifts and Refusal of Business Gifts

8.1. Gifts to Office-Holders and Public Authorities

No gifts of any value (nor a promise of any advantage) are to be made, offered or promised to individual office-holders or public authorities, i.e. civil servants or persons employed by a public organization, bodies with sovereign law-making or executive powers, irrespective of their administrative level (e.g. state, district, municipal, etc.). Employees of enterprises in which one or several territorial authorities (directly or indirectly) hold a share interest of at least 50% are also deemed to be office-holders. **In particular, the direct or indirect (= through third parties) making of gifts to representatives and advisors of public authorities in the course of a public tender process is explicitly forbidden. As a general rule, the making of gifts to the representatives and advisors of public authorities in the course of a public tender process is explicitly forbidden.**

8.2. Gifts to Political Parties / Political Representatives

Making gifts to political parties or political representatives is not allowed under any circumstances. Donations to political parties and/or political representatives are dealt with in the Code of Conduct (as amended from time to time). This also applies if the political representative in question is a business partner.

8.3. Inadmissible Gifts

Certain kinds of business gifts and invitations must not be accepted under any circumstances. These include:

- Cash, loans, securities, vouchers, discount cards, discount tickets, and the like
- Improper, obscene or illegal products or services
- Gifts offered immediately before or in direct response to a favourable business decision
- Gifts for employees directly responsible for purchasing decisions and/or members of Purchasing Departments (=additional obligations to employees directly responsible for purchasing decisions: such employees are only allowed to accept: (i) beverages and meals served within the framework of business meetings or during business trips and (ii) minor-value advertising give-aways; any offer of other business gifts is to be notified immediately to the Local Management and or Compliance Officer).
- Gifts running counter to the corporate policy (if known) of the recipient and the donor
- Gifts forbidden by law or other statutory provisions

8.4. Refusal of Gifts

If a situation arises in which you have to refuse to accept a business gift as inadmissible according to the provisions of this Policy and/or after consultation with your Line Manager, the local management or the local Compliance Officer, please use language modelled on the following:

Thank you very much for your offer. In line with the group policies of AUSTRIACARD, employees do not accept gifts that exceed a certain value or are inappropriate under the given circumstances. Therefore, the gift offered cannot be accepted. This should have no influence on the future business relations between AUSTRIACARD and the offerer of the gift.

9. Donations to charitable, cultural, social or athletic organizations and institutions

Potential cash or material donations to charitable, cultural, social or athletic organizations and institutions is the responsibility of the respective local communications/Marketing departments, and are only made with the approval of the Local Management. The recipient and the specific use of any donations must be known and easily comprehensible in the spirit of ensuring transparency.

In general, AUSTRIACARD does not make any donations to political parties or to organizations and foundations which have close ties to political parties.

10. Responsibilities and Governance

- **Management Board AUSTRIACARD HOLDINGS AG:** The Management Board holds ultimate responsibility for ensuring compliance with anti-bribery laws and this Policy, in alignment with international and national corporate governance regulations. The Management Board reports to the supervisory board at least once a year on the measures taken to fight corruption at the company (Rule C-18b Austrian Corporate Governance Report).
- **Local Management:**
 - Responsible for promoting ethical behavior and adherence to this Policy throughout the Group among its employees.
 - If deemed necessary the translation of this Policy into respective local language.
 - The Local Management shall ensure that this Policy is also reviewed by local legal advisors for its compatibility with local anti-bribery and -corruption provisions. In case of deviations from this Policy are identified, the stricter national provisions, if any, are to be incorporated into this Policy by way of adoption by the Local Management or responsible local corporate body.
 - For the clarification of issues arising in the course of day-to-day business qualified external local legal advisers shall be consulted.
- **Compliance Officer in ACAG:** Oversees implementation, monitoring, and enforcement of this Policy; conducts investigations; reports to the Management and Supervisory Board, if deemed necessary. The Compliance Officer ensures implementation, monitoring, and enforcement of this Policy in alignment with anti-corruption regulations and corporate compliance standards.
- **Local Compliance Officer** (if applicable): Supports the Local Management in the tasks as outlined above and submits a yearly report to the Compliance Officer in ACAG.
- **Covered Persons:** Covered Persons must comply fully with this Policy and report any suspicions of bribery or corruption immediately through designated confidential channels, in accordance with whistleblower protection laws.

11. Record Keeping and Internal Controls

- Accurate and complete records of all transactions must be maintained to reflect true nature and purpose.
- Internal controls and audits will be conducted to detect and prevent bribery and corruption.
- Any suspicious transactions must be reported and investigated immediately.

12. Consequences of Non-Compliance

- Violations of this Policy may result in disciplinary action, including termination of employment or contracts.
- Legal consequences may include fines, imprisonment, and reputational damage to the Company.
- The Group reserves the right to pursue all legal remedies.

13. Review and Amendments

- This Policy will be reviewed annually by the Group Legal and Compliance Department and updated as necessary to reflect changes in laws, regulations, or Group operations.

Effective Date: 25 September 2025

Annex:

./1: Gift & Hospitality Reporting Form

Annex 1: Gift and Hospitality Disclosure Form

Please complete this form if you offer or receive any gift or hospitality whose estimated value exceeds **(1) more than EUR 150.00 (one hundred and fifty) per person per gift/invitation OR (2) more than a maximum of EUR 1,000.00² (one thousand) per year.**

However, employees are encouraged to report any benefit they consider potentially sensitive or inappropriate, regardless of value.

Does the value of the gift/hospitality exceed the disclosure threshold?	☐ Yes ³ ☐ No ⁴	If no, please elaborate why you would like to disclose the gift/hospitality⁵:
Employee Name		
Department / Role:		
Date of Disclosure:		
Type of Benefit:	☐ Gift ☐ Hospitality/Entertainment ☐ Other [Please provide a mandatory description to specify the type of benefit]	
Description of the Benefit: (e.g. bottle of wine, dinner invitation, event ticket) and information on who financed the benefit, including the Purpose or Occasion		
Market Value (in EUR):		
Given to / Received from (Name, Company) and relationship between the		

² Each one less or more of 150 EUR, but accumulated is up to 1.000 EUR.

³ If Yes, please complete all sections above.

⁴ If No, reporting is not mandatory, but voluntary reporting is encouraged in case of doubt.

⁵ For example: 1) employees directly responsible for purchasing decisions and/or members of Purchasing Departments are only allowed to accept: (i) beverages and meals served within the framework of business meetings or during business trips and (ii) minor-value advertising give-aways; any offer of other business gifts is to be notified immediately to the Local Management and or Compliance Officer via this form.

2) If the threshold is not exceeded but there is uncertainty regarding the appropriateness of a gift or hospitality.

donor/receiver and AUSTRIACARD:	
Date and Location (if applicable):	
Employee Assessment: (e.g. Is it appropriate? Any potential conflict of interest?)	
Date and Signature Employee	

Table to be completed by Line Manager/Local Management/ Local Compliance Officer:

Name of Line Manager and Department	
Status	☐ Approved ☐ Not approved ☐ Forwarded to (e.g. Local Compliance Officer or Local Management – in such cases, please provide comments on why the form is forwarded here):
Date and Signature Line Manager	

Submission of Reports:

Submission: Completed Gift and Hospitality Disclosure Forms must be submitted to your Line Manager or to your local Compliance Officer before the offer or receipt of the benefit (gift/hospitality). In case of doubt, employees should consult their line manager.

Access: The submitted forms will be securely stored by the Line Manager in accordance with internal data retention policies and applicable legal requirements. Access to the reports is restricted to authorized personnel only.

Privacy Notice:

With this privacy notice, each subsidiary of AUSTRIACARD A.G. Group to which the data was submitted that acts as the controller, would like to inform the employees about the processing of their personal data in connection with the filling of this form. The personal data provided in this form will be processed solely for the purposes of compliance with Anti-Bribery and Anti-Corruption Policy, internal transparency, and legal obligations under applicable anti-bribery laws. The data will be stored securely and only accessible to authorized personnel. It will be retained for a period in line with internal retention schedules and legal requirements of the relevant subsidiary. There is no automated decision-making, including profiling, involved in this processing activity. There is no transfer of personal data to a third country.

You have the right to access, rectify, or erase your personal data and to restrict or object to its processing, in accordance with applicable data protection laws. For more information, please contact the data protection officer of the relevant subsidiary as defined in <https://www.austriacard.com/privacy-notice/>.

Furthermore, you have the right to lodge a complaint with the relevant Data Protection Authorities defined at <https://www.austriacard.com/privacy-notice/>.