

# ANTI-CORRUPTION AND BRIBERY POLICY

## PURPOSE

Techmation Electric & Controls Ltd., including its subsidiaries ("**Techmation**" or the "**Corporation**"), is committed to conducting its business in accordance with applicable laws, regulations and the highest possible ethical standards. This commitment includes compliance with Canada's Corruption of Foreign Public Officials Act (the "**CFPOA**"), the anti-bribery and anti-corruption provisions of the Criminal Code, as well as any applicable local anti-corruption laws and this Anti-Corruption Policy (the "**Policy**"), which sets out standards of conduct and practices which must be followed by Techmation Employees (defined below) and Representatives (defined below) in dealing with Public Officials (defined below). The purpose of this Policy is to inform Employees and Representatives of the standard of conduct and practices which must be followed in dealing with Public Officials, as well as to set out to whom the Policy applies, the guiding principles behind it, links to other related Techmation policies and procedures, as well as the process for the review and approval of this Policy.

## SCOPE

This Policy applies to all directors, officers, and employees of Techmation worldwide, (collectively, the "**Employees**"). It reflects the standards to which Techmation expects its business partners, agents, contractors, subcontractors, consultants and any other third-party representatives (collectively, "**Representatives**") to adhere to when acting on the Corporation's behalf. This Policy and the underlying procedures are intended to supplement the requirements of the CFPOA and applicable local anti-corruption laws. In the case of a conflict between this Policy and the underlying procedures and local anti-corruption laws, Employees and Representatives should follow the more stringent requirement and bring the conflict to the attention of the executive.

## GUIDING PRINCIPLES

This Policy prohibits Employees and Representatives from, directly or indirectly, giving, offering or agreeing to offer a loan, reward, advantage or benefit of any kind to a public official or to any other person for the benefit of a public official to persuade a Public Official to influence an official act or decision, carry out or omit to carry out any act, or provide any improper advantage to further Techmation's business (a "bribe"). Employees and Representatives are also prohibited from receiving bribes from Public Officials.

Some examples of a bribe would be giving a Public Official (or to a third-party on behalf of a Public Official) any of the following for the purpose of obtaining an improper advantage:

- cash payments;
- phony jobs or “consulting” relationships (NOT permitted under ANY circumstances);
- kickbacks (NOT permitted under ANY circumstances);
- political contributions;
- charitable contributions; and
- gifts, travel, hospitality, and reimbursement of expenses.

Employees and Representatives are also prohibited from making “facilitation payments”. Facilitation payments are small payments (including non-cash payments) made to a Public Official that are not required under local legislation or under a contract with a government body, which are intended to secure and/or expedite a routine business service or administrative actions. In these cases, the service or action would be non-discretionary (should be regularly available) such as obtaining phone service or police protection, or perform customs clearance. Facilitation payments do not include the legitimate payment of official fees paid directly to a government or a government agency following an established fee schedule or other official documents. If there is an extraordinary circumstance where a facilitation payment appears to be unavoidable, please contact corporate Legal Counsel.

For the purpose of this Policy, a “Public Official” is a person who:

- holds a legislative, administrative or judicial position at any level of government (federal, national, provincial, state or local);
- performs public duties or functions for a government, including a person employed by a board, commission, corporation, agency or other body that is established to perform a duty or function on behalf of a government, or is performing such a duty or function;
- is an official or agent of a public international organization that is formed by two or more state governments, or by two or more such public international organizations; OR
- is an elected official, candidate for public office, political party, or an officer, personnel, representative or an agent of a political party.

A person does not cease to be a Public Official by purporting to act in a private capacity or by the fact that they serve without compensation. Meetings with Public Officials must be tracked and reported to the HSE Manager.

The CFPOA also holds companies responsible for any improper payment (cash or non-cash) made to Public Officials by third-party representatives on the company’s behalf.

There are circumstances where gifts, payments or reimbursement to Public Officials are appropriate.

**As a general rule, approval must be sought when making a permitted payment.**

## EXAMPLES OF PUBLIC OFFICIALS

- Ambassadors, Chargé d’Affaires, senior government official or other government official from any country (including Canada) that has the authority to make decisions;
- Representative of an international organization such as UNICEF; IMF, World Bank, World Health Organization;
- The mayor of a city, premier or high ranking government official of a provincial government;
- Members of Parliament (Congress, Senate, etc.)
- Chief of Police
- Officers or Directors of a state-owned company

**DATE:** May 23rd, 2024

**PRESIDENT:** \_\_\_\_\_  
Derek Polsfut

