

Anti-Corruption Policy

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1. Introduction

At Zeno, we are committed to being transparent and maintaining trust. This requires all employees to avoid corrupt practices and ensure such behavior is not tolerated within their areas of responsibility.

Zeno expects every employee to make business decisions in the company's best interests. Personal reasons, relationships, or advantages must never influence these decisions.

2. Scope

This Anti-Corruption Policy applies to all employees (temporary or permanent), consultants, contractors, and other individuals associated with Zeno.

3. Corruption

Corruption occurs when someone (the briber) directly or indirectly offers, grants, promises, or provides benefits, gifts, or advantages to another person (the bribed) in exchange for performing or refraining from an action in their professional capacity.

Corruption is not only a criminal offense but also poses significant risks to reputation and business operations. Corrupt behavior can have severe consequences for Zeno and can never be justified by perceived business advantages.

Even seemingly harmless gratuities between business partners can become criminally relevant if they influence decision-making.

4. Zero Tolerance

Employees must never use their position or role to offer, grant, demand, promise, or accept benefits or advantages.

Only legally permissible and socially appropriate benefits may be accepted or granted, and all such exchanges must be transparent. Invitations to events with little or no business relevance must be declined or pre-approved.

5. Details

Below are specific forms of corruption, though this list is not exhaustive.

5.1 Bribery

Offering, giving, promising, soliciting, agreeing to, receiving, accepting, or demanding anything of value to influence a decision or action is strictly prohibited. This applies whether the act is direct or indirect, carried out by the employee or a third party, or intended for the employee or a third party.

5.2 Conflicts of Interest

Conflicts of interest arise when personal, financial, or other interests conflict with an individual's duties or obligations to their employer or organization.

5.3 Gifts and Invitations

While gifts and invitations can build relationships and goodwill, they may also be used to unduly influence business decisions. The appropriateness of gifts and invitations must be assessed based on their value, frequency, timing, and perceived purpose.

5.4 Loans

Loans can create dependencies and carry a high risk of corruption, especially if terms are not market-aligned, granted to decision-makers, or lack transparency. Such cases must be investigated.

5.5 Sponsoring and Funding

Sponsorship and funding are vital for marketing and social responsibility but must never be used to secure inappropriate benefits or favoritism.

5.6 Lobbyism

Lobbying involves influencing political decision-makers and public opinion. Transparency regarding involved parties, objectives, and methods is essential, and compliance with legal and ethical standards must always be maintained.

5.7 Business Relationships

Legal and ethical principles must guide all business relationships. Inappropriate benefits (e.g., kickbacks, preferential terms), pressure, misuse of information, favoritism, or covert dealings with business partners pose significant corruption risks.

6. Alarm Signals

Alarm signals are indicators of potential unlawful behavior. Employees must remain vigilant and report suspicious activities or inconsistencies to their line manager, the Whistleblowing Officer, or management.

Common alarm signals include:

- Unusual payment flows: Payments inconsistent with standard business transactions.
- Missing or unclear documentation: Transactions lacking clear justification or proper documentation.

- Sudden changes in behavior or lifestyle: Employees displaying unexplained increases in wealth.
- Unusual decision-making: Decisions deviating from standard procedures without justification.
- Lack of transparency: Excessive secrecy or circumvention of standard processes.
- Conflicts of interest: Business relationships involving personal interests.
- Excessive hospitality or gifts: Unusual or excessive gifts or benefits.
- Deviations from market conditions: Contracts or payments significantly differing from market norms.
- Unexpected third-party involvement: Inclusion of unnecessary third parties in contracts.
- Resistance to anti-bribery clauses: Business partners opposing compliance-related contract terms.

7. Countermeasures

7.1 Whistleblowing System

Zeno Consult has established a whistleblowing system allowing employees, customers, partners, and third parties to report corruption or suspected cases anonymously or with contact details.

7.2 Training

Regular training sessions are conducted to enhance employee awareness of corruption prevention and detection.

8. Consequences of Corruption

8.1 Consequences for Zeno

Corruption can severely impact Zeno, including:

- Legal consequences: Fines, sanctions, and criminal proceedings.
- Financial losses: Overpriced contracts or liability for damages.
- Reputational damage: Loss of trust among customers, partners, and the public.
- Operational disruption: Resource constraints due to investigations.
- Loss of business opportunities: Termination of contracts or missed opportunities.

8.2 Consequences for the Corrupt Employee

Employees involved in corruption face:

- Criminal penalties: Fines or imprisonment.
- Employment termination: Disciplinary action, including dismissal.
- Career damage: Long-term professional repercussions.
- Reputational harm: Loss of professional and social standing.
- Financial losses: Fines, legal fees, and damages.
- Psychological distress: Stress, anxiety, and shame.

9. Acceptance of Benefits - What To Do in Case of Doubt?

When in doubt, employees must refuse benefits and seek prior approval from their supervisor. For clarification, employees can contact their supervisor, management, or the CEO.

10. Reporting of Violations

All employees are required to report policy violations to their line manager, management, or the General Counsel. Reports can also be made through the whistleblowing system, with assurances of protection against retaliation. Anonymous reporting is available for those concerned about potential disadvantages.