

Anti-Bribery and Anti-Corruption Policy

1. Introduction

Foodera Technologies (**'Foodera'**) is committed to conducting business with the highest standards of integrity, transparency and fairness. As part of Foodera, Kiremko, Idaho Steel Products and Reyco Systems play a significant role in global food processing technology, and with that role comes the responsibility to uphold ethical conduct in every aspect of our operations.

Bribery and corruption undermine fair competition, damage trust with customers, suppliers and business partners, and expose organizations and individuals to severe legal, financial and reputational consequences. This Anti-Bribery and Anti-Corruption (AB&C) Policy (**"Policy"**) establishes the framework through which we prevent, detect and respond to any form of bribery, corruption or improper influence. It explains our expectations, the safeguards we apply and the responsibilities of everyone acting on behalf of our companies.

Through clear rules, internal controls, proper due diligence and a strong reporting culture, we aim to safeguard our operations from ethical risks and ensure full compliance with applicable laws, including international standards. We expect not only our own people but also our business partners to uphold these principles.

Maintaining an ethical culture is a shared responsibility. By understanding and applying this Policy, we protect our organization, our people, our customers, our suppliers and the long-term sustainability of our business.

2. Scope and Applicability

This Policy applies to all employees, directors, temporary workers, interns, contractors, agents, consultants and any third parties representing Kiremko, Idaho Steel Products or Reyco Systems. Regardless of location, role or seniority, each person is expected to act with integrity, avoid conflicts of interest, and ensure that decisions are made based solely on legitimate business considerations.

3. Our anti-bribery and anti-corruption principles

3.1 What Are Bribery and Corruption?

Bribery and corruption refer to behaviors in which someone abuses their position to obtain an improper personal, financial, or business advantage. Although the terms are often used together, they are distinct:

- **Bribery** is the act of offering, promising, giving, requesting, or accepting something of value with the intention of influencing a decision or securing an improper advantage. Examples include cash payments, excessive gifts, lavish hospitality, discounts not available to others, job offers to relatives, or any benefit designed to influence behavior.
- **Corruption** is a broader concept that covers any abuse of entrusted power for private gain. It can include bribery, but also fraud, extortion, nepotism, embezzlement, conflicts of interest, or manipulation of procurement processes.

3.2 Global Anti-Corruption Laws and Standards

Kiremko, Idaho Steel Products and Reyco Systems operate internationally and are committed to complying with all applicable laws and regulations that prohibit bribery and corruption such as:

- The OECD Anti-Bribery Convention
- The U.S. Foreign Corrupt Practices Act (FCPA)
- The UK Bribery Act

No form of bribery or corruption is permitted, regardless of local customs or competitive pressures.

3.3 Our Anti-Bribery and Anti-Corruption Principles

To ensure compliance with these laws and uphold the highest ethical standards, we apply the following principles:

- Zero Tolerance**
We do not offer, promise, give, request, or accept any bribes or improper benefits—directly or indirectly.
- No Facilitation Payments**
(Small) unofficial payments to speed up routine government actions are strictly prohibited, even if considered “customary” in certain countries.
- Transparency and Documentation**
All interactions, decisions, and financial transactions must be transparent, properly recorded, and supported by legitimate business justification.
- No Improper Influence**
No employee or representative may seek to influence decisions through gifts, hospitality, donations, sponsorships, or other benefits.
- Enhanced Caution with Public Officials**
Interactions with government representatives, regulatory authorities, or state-owned enterprises require heightened diligence and approval, given stricter legal standards.
- Personal Responsibility**
Each person acting on behalf of our companies is individually responsible for recognizing and avoiding bribery and corruption risks.
- Reporting and Accountability**
Any suspected violations must be reported immediately. The organization will take appropriate corrective action.

4. Gifts and Hospitality

Gifts and hospitality can support positive business relationships, but they also introduce risks of undue influence or the perception of bribery. For this reason, Kiremko, Idaho Steel Products and Reyco Systems apply strict rules to both the giving and receiving of gifts and hospitality.

4.1 General Principles

- Gifts and hospitality must never be offered or accepted with the intent — or the appearance — of influencing a business decision or securing an improper advantage.
- All exchanges must be lawful, transparent, modest, and aligned with our values.
- Monetary gifts, cash equivalents (such as vouchers), loans, or benefits of a personal nature are strictly prohibited.
- Any gift or hospitality may not exceed € 100.
- Gifts and hospitality linked to a tender, ongoing evaluation, or contract negotiation are never allowed.

4.2 Giving Gifts and Hospitality

Employees and representatives may only offer gifts or hospitality when the following conditions are met:

1. Legitimate business purpose
The gesture must support a genuine business relationship (e.g., a modest working lunch or small cultural token).

2. Proportionate and modest
The value should be appropriate for the business context and local norms and must not be excessive or lavish.
3. No intent to influence
The offer must not aim to obtain favorable treatment, accelerated processes, or confidential information.
4. No gifts or hospitality to public officials without approval
No gifts or hospitality may be offered to public officials without post-event approval by a manager, based on a review of the submitted expenses.

Examples of acceptable giving:

- A modest business meal
- A small promotional item (e.g., pen, notebook)
- A customary cultural gift during a site visit

Examples of unacceptable giving:

- Offering tickets to concerts, sports events, or travel without approval
- Paying for travel or accommodation for a customer or official
- Any gift or hospitality during tender processes
- Cash, vouchers, or personal services

Gifts and hospitality must be procured in accordance with local procedure (e.g. *MA_WI010_A Beheren relatiegeschenken*).

4.3 Receiving Gifts and Hospitality

Employees and representatives may only accept gifts or hospitality when:

1. There is no expectation of reciprocity
The gift or invitation must not influence, or appear to influence, an impartial decision.
2. The value is modest and reasonable
Low-value tokens of appreciation may be acceptable (e.g., a modest meal or inexpensive promotional material).
3. No personal gain or conflict of interest
Gifts that create a sense of obligation or introduce personal benefit are prohibited.
4. Approval for higher-value items
If the estimated value exceeds EUR 100, prior approval of your manager is mandatory.
5. Cultural sensitivity considerations
In cultures where declining a gift would be considered offensive, the item may be accepted on behalf of the company.

All received gifts must be handed in and will be distributed equitably, following local procedures (e.g. *article 5.14 Geschenken door derde from the Medewerkershandboek* for Kiremko).

Examples of acceptable receiving:

- A modest lunch with a supplier
- A small end-of-year basket within the value threshold
- Low-value items given at conferences

Examples of unacceptable receiving:

- Lavish hospitality such as VIP travel, hotel stays, entertainment events
- Preferential discounts not available to the public
- Gifts given during vendor selection, negotiation, or contract renewal
- Cash, vouchers, or personal favors

5. Expectations for Employees

You are expected to act with integrity within the rules of this Policy, avoid conflicts of interest and report any concerns to your manager. When in doubt about the appropriateness of an action, seek guidance from your manager.

6. Working with Business Partners

We are committed to working only with partners who act ethically, transparently and in compliance with applicable laws. Employees play a crucial role in ensuring this standard is met.

To prevent AB&C risks, every employee involved in selecting, managing, evaluating or approving business partners must take an active role. This includes:

6.1 Conduct proper due diligence

Employees must conduct due diligence in line with the procedures applicable to their own department, as these processes outline the required steps for assessing new business partners.

6.2. Ensure that contracts include anti-bribery clauses

Employees must confirm that all agreements with business partners contain:

- clear anti-bribery and anti-corruption obligations,
- rights for Kiremko, Idaho Steel Products or Reyco Systems to terminate the relationship in case of violations,
- requirements for the partner to train its own staff when relevant.,
- requirement for the partner to give an annual representation on full compliance with the Policy

6.3. Monitor the partner's behaviour during the relationship

Employees must remain alert to unusual or suspicious conduct, such as:

- unexplained payment requests,
- changes in bank accounts, intermediaries or beneficial ownership,
- requests for cash payments, gifts, hospitality or personal favours,
- reluctance to provide documentation or transparency.

Any irregularities must be immediately reported and escalated.

6.4. Maintain transparency in all transactions

Employees must ensure that:

- all payments to partners are aligned with contractual terms and approved budgets,
- no off-book accounts, personal accounts or cash payments are used,
- all invoices are clear, justified and reflect actual services delivered,
- documentation is complete, accurate and retained according to internal requirements.

6.5. Avoid conflicts of interest

Employees must disclose any personal relationship or financial interest involving a business partner. Decisions must always be based on objective criteria.

6.6. Never accept or request personal benefits

Employees must not request or accept gifts, hospitality or other benefits from business partners that could influence — or appear to influence — decisions.

7. Reporting Misconduct

Suspensions or evidence of bribery or corruption must be reported immediately to your manager or to the members of the ExCom. In addition, any misconduct can be reported in accordance with the Whistleblowers Policy (e.g.

HR_P00x Klokkenluidersregeling Kiremko BV.docx). All reports will be treated confidentially, and whistleblowers are protected against any form of retaliation.

8. Compliance, Investigation and Disciplinary Process

When there is reason to believe that a person subject to this policy has not complied with this AB&C Policy, Management conducts an investigation. If the investigation shows that the suspicion was unfounded, the employee will be informed about the suspicion, the investigation and its outcome. The investigation will then be closed and all collected data will be destroyed.

If the investigation shows that the suspicion was correct, Management will inform the person about the investigation and the conclusions. The person will be given the opportunity to defend themselves. The person may submit a written defense within a period of six weeks. The severity of the violation determines whether the sanction will be imposed.

The following sanctions may be applied:

- An official warning.
- Withholding a salary increase or promotion.
- A fine (when the confidentiality agreement has been breached).
- Suspension (with or without pay).
- Immediate dismissal.

After the sanction has been carried out, the case will be closed and retained in the personnel file.