

# Anti-Bribery Policy

## Purpose

The purpose of this policy is to establish controls to ensure compliance with all applicable anti-bribery and corruption regulations, and to ensure that the Company's business is conducted in a socially responsible manner.

## Policy statement

Corruption is the misuse of office or power for private gain. Bribery is a form of corruption. The rules of bribery apply to private transactions as well as to dealing with public officials. They apply to the receipt as well as to the offering of bribes.

Bribery is the offering, promising, giving, accepting, or soliciting of an advantage as an inducement for action which is illegal or a breach of trust. A bribe is an inducement or reward offered, promised, or provided in order to gain any commercial, contractual, regulatory or personal advantage. Bribery can be motivated by different things. Examples include seeking to gain access to confidential information, trying to influence decision-making, attempting to obtain preferential treatment, or attempting to cover up illegal activity.

It is our policy to conduct all our business in an honest and ethical manner. We take a zero-tolerance approach to bribery and corruption. We are committed to acting professionally, fairly and with integrity in all our business dealings and relationships wherever we operate and implementing and enforcing effective systems to counter bribery.

We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. However, we remain bound by the laws of the UK, including the Bribery Act 2010, in respect of our conduct both in the UK and abroad.

Bribery and corruption are punishable for individuals by up to ten years' imprisonment and a fine. If we are found to have taken part in corruption, we could face an unlimited fine, and face damage to our reputation. We therefore take our legal responsibilities very seriously.

## Scope

### Who is covered by the policy?

This policy applies to all Alphawave Semi employees (whether permanent, fixed-term or temporary), including senior managers, officers, directors, consultants, contractors, seconded staff, casual workers and agency staff, volunteers, interns, agents, sponsors, or any other person acting on our behalf, or any person associated with us, or any of our subsidiaries or their employees, wherever located (collectively referred to as employees in this policy).

In this policy, third party means any individual or organisation you come into contact with during the course of your work for us, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and government and public bodies, including their advisors, representatives and officials, politicians and political parties.

This policy covers:

- Bribes.
- Corporate gifts and hospitality.
- Facilitation payments.
- Public officials.
- Political contributions; and
- Charitable contributions.

## **Bribes**

Employees must not engage in any form of bribery, either directly or through any third party (such as an agent or distributor). For example, employees must not, directly or indirectly:

- Give, promise, or offer a payment, gift or hospitality with the intention that a business advantage will be received or to reward a business advantage already given.
- Give or accept a gift or hospitality during commercial negotiations if this could be perceived as intended or likely to influence the outcome.
- Accept a payment, gift, or hospitality that you know, or suspect, is offered with the expectation that the Company will provide a business advantage for the third party; or
- Offer or accept any gift to or from public officials or their representatives.

Employees must carry out appropriate due diligence before engaging a contractor, supplier or other third party, in accordance with the Alphawave Semi Anti-Money Laundering Policy.

## **Corporate gifts and hospitality**

Proportionate and reasonable corporate hospitality and gifts provided by or to you as an essential business courtesy will not by themselves constitute bribes. Employees must not offer or give any gift or hospitality which could be regarded as illegal or improper, or which violates the recipient's policies. If you are in any doubt, please seek the approval in writing of the Chief Financial Officer.

Employees must not accept any gift or hospitality from our business partners or any other third party:

- If it is in cash; or
- If there is any suggestion that a return favour will be expected or implied; or
- If over US\$500 in value, unless approved in writing by the Chief Financial Officer

If it is not appropriate to decline the offer of a gift, the gift may be accepted, but only on the basis it is promptly declared to the Chief Financial Officer, donated to charity, and recorded on the designated internal register.

## **Facilitation Payments**

In many countries, including the UK, it is an offence to offer a 'facilitation payment' or 'grease payment' to a person (usually a public official) to induce the person to expedite processes in an unofficial manner. Facilitation payments are typically made to secure or expedite the performance of a routine action by a public official.

Facilitation payments are bribes. You must not make or accept a facilitation payment on behalf of the Company.

## **Public Officials**

Special rules apply to dealing with public officials. While you must not offer or provide a financial or other advantage to anyone with the intention of influencing them to obtain or retain business or an advantage, the risks associated with providing benefits to public officials are heightened. It is important that you exercise heightened caution in dealings with public officials, including the employees of state-owned organisations, to ensure you do not even create the perception of an attempt to improperly influence them.

## **Political Contributions**

Political donations are not permitted, whether in cash or kind, in support of any political parties or candidates, as this can be perceived as an attempt to gain an improper business advantage.

## **Charitable contributions**

Charitable support and donations are acceptable (and indeed are encouraged), whether of in-kind services, knowledge, time, or direct financial contributions. However, employees must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery. We only make charitable donations that are legal and ethical under local laws and practices. No donation must be offered or made without the prior approval of the Financial Officer and recorded on the designated internal register. All charitable contributions should be publicly disclosed.

## **Your responsibilities**

You must ensure that you read, understand and comply with this policy.

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for us or under our control. All employees are required to avoid any activity that might lead to, or suggest, a breach of this policy.

You must notify the Financial Officer as soon as possible if you believe or suspect that a conflict with or breach of this policy has occurred or may occur in the future.

Any employee who breaches this policy will face disciplinary action, which could result in dismissal for gross misconduct. We reserve our right to terminate our contractual relationship with other workers if they breach this policy.

## **Record-keeping**

We must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

You must declare and notify CFO of all hospitality or gifts received or offered above the value of US\$[150] whether or not it accepted, which will be subject to managerial review.

You must ensure all expenses claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure.

All accounts, invoices, memoranda and other documents and records relating to dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts must be kept "off-book" to facilitate or conceal improper payments.

## **How to raise a concern**

You should raise concerns about any issue or suspicion of malpractice at the earliest possible stage. If you are unsure whether a particular act constitutes bribery or corruption, or if you have any other queries or concerns, these should be raised with the Financial Officer. You can also report malpractice anonymously through our whistleblowing hotline. Refer to the Whistleblowing Policy for details.

## **What to do if you are a victim of bribery or corruption**

It is important that you tell the Financial Officer as soon as possible if you are offered a bribe by a third party, are asked to make one, suspect that this may happen in the future, or believe that you are a victim of any other form of unlawful activity.

## **Protection**

Employees who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We aim to encourage openness and will support anyone who raises genuine concerns in good faith under this policy, even if they turn out to be mistaken.

We are committed to ensuring no one suffers any detrimental treatment as a result of refusing to take part in bribery or corruption, or because of reporting in good faith their suspicion that

an actual or potential bribery or other corruption offence has taken place or may take place in the future. Detrimental treatment includes dismissal, disciplinary action, threats, or other unfavourable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform the Financial Officer immediately. If the matter is not remedied, and you are an employee, you should raise it formally to Human Resources.

### **Training and communication**

Training on this policy forms part of the induction process for all new employees. All employees will be asked to formally accept conformance to this policy on an annual basis. Our zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of our business relationship with them and as appropriate thereafter in accordance with this Policy, the Anti-Money Laundering Policy and our Code of Ethics and Business Conduct.

### **Who is responsible for the policy?**

The Board, along with the Chief Financial Officer have overall responsibility for ensuring this policy complies with our legal and ethical obligations, and that all those under our control comply with it. Finance has primary and day-to-day responsibility for implementing this policy, and for monitoring its use and effectiveness and dealing with any queries on its interpretation. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this policy and are given adequate and regular training on it.

### **Monitoring and review**

The Chief Financial Officer will monitor the effectiveness and review the implementation of this policy, regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Internal control systems and procedures will be subject to regular audits to provide assurance that they are effective in countering bribery and corruption.

All employees are responsible for the success of this policy and should ensure they use it to disclose any suspected danger or wrongdoing.

Employees are invited to comment on this policy and suggest ways in which it can be improved to the Chief Financial Officer.

This policy does not form part of any employee's contract of employment, and it may be amended at any time.

### **Related Policies & Documents**

Code of Conduct, Anti-Fraud & Dishonesty Policy, Anti Money Laundering Policy, Policy Against Trafficking of Persons and Slavery, Whistleblowing Policy, Code of Ethics and Business Conduct.

### **Document Version Control**

Version	Date Drafted	Drafted by	Reviewed by	Date Reviewed	Next Review date
V1.0	May-22	BDO	M. Jones	May-22	May-23
V.1.1	May-22	Linklaters	D. Aharoni	May-22	May-23