

**AGILYX GROUP**  
**Anti-Corruption and Anti-Bribery Policy**

(adopted by the Board of Directors in December 2021 and updated August 2022 and February 2024)

## 1. POLICY STATEMENT

1.1 This Anti-Corruption and Anti-Bribery Policy applies to all members of the Agilyx ASA (**Agilyx**) group of companies which includes, subsidiary Agilyx Corporation, and joint venture company Cyclyx International, LLC (**Cyclyx**) (each an **Agilyx Group Member** and together, the **Agilyx Group**).

1.2 It is the policy of the Agilyx Group to conduct all of the Agilyx Group business in an honest and ethical manner. The Agilyx Group takes a zero-tolerance approach to bribery and corruption and all Agilyx Group Members are committed to acting professionally, fairly and with integrity in all Agilyx Group business dealings and relationships wherever the Agilyx Group operates and implementing and enforcing effective systems to counter bribery and corruption.

1.3 Accordingly, this policy reiterates the Agilyx Group commitment to integrity, and explains the specific requirements and prohibitions applicable to the Agilyx Group operations under applicable anti-corruption laws, including, but not limited to, the US Foreign Corrupt Practices Act of 1977 (FCPA). This policy contains information intended to reduce the risk of corruption and bribery from occurring in the Agilyx Group's activities globally. The Agilyx Group strictly prohibits all forms of corruption and bribery and will take all necessary steps to ensure that corruption and bribery do not occur in its business activities anywhere in the world.

1.4 Under the FCPA for instance, it is illegal for US persons, including US companies or any companies traded on US exchanges, and their subsidiaries, directors, officers, employees, and agents, to bribe non-US government officials. The concept of prohibiting bribery is simple. However, understanding the full scope of the FCPA is essential as this law directly affects everyday business interactions between the Company and non-US governments and government-owned or government-controlled entities.

1.5 Violations of the FCPA can also result in violations of other US laws, including anti-money laundering, mail and wire fraud, and conspiracy laws. The penalties for violating the FCPA are severe. In addition to being subject to the Agilyx Group Disciplinary Rules and Procedure (including termination), individuals who violate the FCPA may also be subject to imprisonment and fines.

1.6 Aside from the FCPA, the Agilyx Group is subject to other anti-corruption laws, in addition to the local laws of the countries in which each Agilyx Group Member conducts business. This policy generally sets forth the expectations and requirements for compliance with those laws.

1.7 This policy applies to all of Agilyx Group Member employees, officers, consultants, contractors, volunteers, interns, casual workers, agency workers and loan staff, (individually and collectively referred to as Agilyx Group Personnel or you) as well as any

third party (as defined in Section 3 below) and its employees, directors, officers, volunteers, interns, agents, sponsors, contractors and consultants, acting on behalf of an Agilyx Group Member in any capacity, wherever located.

- 1.8 This policy does not form part of any Agilyx Group Personnel's contract of employment and the Agilyx Group may amend it at any time.
- 1.9 **Solely applicable to Cyclyx:** The Cyclyx International, LLC Policies approved and adopted by the Cyclyx Board of Directors together with the Cyclyx International, LLC Anti-Corruption Compliance Guide (together the **Cyclyx Anti-Corruption Policies**) cover certain aspects that are equally covered by this Policy. In the event that the provisions of this policy are in conflict with the provisions of the Cyclyx Policies, for Cyclyx directors, officers and employees the provisions of the Cyclyx Anti-Corruption Policies shall prevail.

## 2. WHO IS RESPONSIBLE FOR THE POLICY?

- 2.1 The Agilyx ASA Board of Directors has overall responsibility for ensuring this policy complies with the Agilyx Group legal and ethical obligations, and that all those under the Agilyx Group control comply with it.
- 2.2 The Agilyx General Counsel has primary and day-to-day responsibility for implementing this policy, monitoring its use and effectiveness, dealing with any queries about it, and auditing internal control systems and procedures to ensure they are effective in countering bribery and corruption. The Cyclyx General Counsel is responsible for monitoring compliance with the Cyclyx Anti-Corruption Policies.
- 2.3 Management at all levels are responsible for ensuring those reporting to them understand and comply with this policy and are given adequate and regular training on it.

## 3. DEFINITIONS. WHAT ARE BRIBERY AND CORRUPTION? WHO IS A THIRD PARTY?

- 3.1 **Bribery** is offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage.
- 3.2 An **advantage** includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value.
- 3.3 A person acts **improperly** where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public

functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind.

**3.4 Corruption** is the abuse of entrusted power or position for private gain.

**3.5 A third party** means any individual or organisation you come into contact with during the course of your work for the Agilyx Group or an Agilyx Group Member, and includes actual and potential clients, customers, suppliers, distributors, business contacts, agents, advisers, and US and Non-US government and public bodies, including their personnel, advisors, representatives and officials, politicians and political parties.

**Examples:**

**Offering a bribe:** You offer a potential customer tickets to a major sporting event, but only if they agree to do business with an Agilyx Group Member.

This would be an offence as you are making the offer to gain a commercial and contractual advantage. The respective Agilyx Group Member may also be found to have committed an offence because the offer has been made to obtain business for the Agilyx Group. It may also be an offence for the potential customer to accept your offer.

**Receiving a bribe:** A supplier gives your nephew a job, but makes it clear that in return they expect you to use your influence in the Agilyx Group or Agilyx Group Member organisation to ensure the Agilyx Group continues to do business with them.

It is an offence for a supplier to make such an offer. It would be an offence for you to accept the offer as you would be doing so to gain a personal advantage.

**Bribing a foreign/non-US official:** You arrange for the business to pay an additional "facilitation" payment to a foreign/non-US official to speed up an administrative process, such as clearing something through customs.

The offence of bribing a foreign/non-US public official is committed as soon as the offer is made. This is because it is made to gain a business advantage for the Agilyx Group Member/Agilyx Groupus. The respective Agilyx Group Member may also be found to have committed an offence.

#### **4. WHAT YOU MUST NOT DO**

It is not acceptable for you (or someone on your behalf) anywhere in the world to:

- a. give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- b. give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- c. accept a payment, gift or hospitality from a third party that you know or suspect is offered with the expectation that it will provide a business advantage for them or anyone else in return;
- d. accept hospitality from a third party that is unduly lavish or extravagant under the circumstances.
- e. offer or accept a gift to or from government officials or representatives, or politicians or political parties, without the prior approval of the Agilyx General Counsel;
- f. threaten or retaliate against another individual who has refused to commit a bribery offence or who has raised concerns under this policy; or
- g. engage in any other activity that might lead to a breach of this policy.

## 5. FACILITATION PAYMENTS AND KICKBACKS

- 5.1 No Agilyx Group Member makes, and will accept, facilitation payments or "kickbacks" of any kind anywhere in the world.
- 5.2 **Facilitation payments**, also known as "back-handers" or "grease payments", are typically small, unofficial payments made to secure or expedite a routine or necessary action (for example by a government official). They are not common in the majority of countries the Agilyx Group operates in, but might be common in some other jurisdictions.
- 5.3 **Kickbacks** are typically payments made in return for a business favour or advantage.
- 5.4 You must avoid any activity that might lead to a facilitation payment or kickback being made or accepted by the Agilyx Group or on the Agilyx Group behalf, or that might suggest that such a payment will be made or accepted. If you are asked to make a payment on behalf of an Agilyx Group Member, you should always be mindful of what the payment is for and whether the amount requested is proportionate to the goods or services provided. You should always ask for a receipt which details the reason for the payment. If you have any suspicions, concerns or queries regarding a payment, you should raise these with the Chief Finance Officer or the General Counsel.

## 6. GIFTS, HOSPITALITY AND EXPENSES

This policy allows reasonable and appropriate hospitality or entertainment given to or received from third parties, for the purposes of:

- a. establishing or maintaining good business relationships;
- b. improving or maintaining the Agilyx Group image or reputation; or
- c. marketing or presenting the Agilyx Group products and/or services effectively.

### 6.2 The giving and accepting of gifts is allowed if the following requirements are met:

- a. it is not made with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- b. it is given in the name of an Agilyx Group Member, not in your name;
- c. it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- d. it is appropriate in the circumstances, taking account of the reason for the gift, its timing and value. For example, in Europe it is customary for small gifts to be given at or prior to the Holiday season;
- e. it is given openly, not secretly; and
- f. it complies with any applicable local law.

### 6.3 Promotional gifts of low value such as branded stationery to or from existing customers, suppliers and business partners will usually be acceptable.

### 6.4 Reimbursing a third party's expenses, or accepting an offer to reimburse Agilyx Group Member expenses (for example, the costs of attending a business meeting) would not usually amount to bribery. However, a payment in excess of genuine and reasonable business expenses (such as the cost of an extended hotel stay) is not acceptable.

### 6.5 The Agilyx Group appreciates that practice varies between countries and regions and what may be normal and acceptable in one region may not be in another. **The test to be applied is whether in all the circumstances the gift, hospitality or payment is reasonable and justifiable. The intention behind it should always be considered.**

## **7. DONATIONS**

- 7.1 The Agilyx Group does not make contributions to political parties..
- 7.2 The Agilyx Group only makes 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 Chief Financial Officer or the General Counsel.

## **8. RECORD-KEEPING**

- 8.1 Each Agilyx Group Member must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.
- 8.2 You must declare and keep a written record of all hospitality or gifts given or received, which will be subject to managerial review.
- 8.3 You must submit all expenses claims relating to hospitality, gifts or payments to third parties in accordance with the Agilyx Group expenses policy and record the reason for expenditure.
- 8.4 All accounts, invoices, and other records relating to dealings with third parties including suppliers and customers should be prepared with strict accuracy and completeness. Accounts must not be kept "off-book" to facilitate or conceal improper payments.

## **9. YOUR RESPONSIBILITIES**

- 9.1 You must ensure that you read, understand and comply with this policy.
- 9.2 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for the Agilyx Group or under control of the Agilyx Group. You are required to avoid any activity that might lead to, or suggest, a breach of this policy.
- 9.3 You must notify your manager or the General Counsel as soon as possible if you believe or suspect that a conflict with this policy has occurred, or may occur in the future. For example, if a supplier or potential supplier offers you something to gain a business advantage with an Agilyx Group Member, or indicates to you that a gift or payment is required to secure their business. Further "red flags" that may indicate bribery or corruption are set out in clause 14.

## **10. HOW TO RAISE A CONCERN**

- 10.1 You are encouraged to raise concerns about any issue or suspicion of bribery or corruption at the earliest possible stage.
- 10.2 If you are offered a bribe, or are asked to make one, or if you believe or suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must [notify your manager or the General Counsel or report it in accordance with the Agilyx Group [Whistleblowing Policy](#) as soon as possible.
- 10.3 If you are unsure about whether a particular act constitutes bribery or corruption, raise it with your manager or the General Counsel.

## **11. PROTECTION**

- 11.1 Individuals who refuse to accept or offer a bribe, or who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. The Agilyx Group aims 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.
- 11.2 The Agilyx Group is 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 General Counsel or the Head of HR immediately.

## **12. TRAINING AND COMMUNICATION**

- 12.1 Training on this policy forms part of the induction process for all individuals who work for the Agilyx Group, and regular training will be provided as necessary.
- 12.2 The Agilyx Group's zero-tolerance approach to bribery and corruption must be communicated to all suppliers, contractors and business partners at the outset of the Agilyx Group business relationship with them and as appropriate thereafter.



### **13. BREACHES OF THIS POLICY**

- 13.1 Any employee who breaches this policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct.
- 13.2 The respective Agilyx Group Member may terminate its relationship with other individuals and organisations working on its behalf if they breach this policy.

### **14. POTENTIAL RISK SCENARIOS: "RED FLAGS"**

The following is a list of possible red flags that may arise during the course of you working for the Agilyx Group and which may raise concerns under various anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags while working for an Agilyx Group Member, you must report them promptly to your manager or the General Counsel:

- a. you become aware that a third party engages in, or has been accused of engaging in, improper business practices;
- b. you learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having a "special relationship" with foreign government officials;
- c. a third party insists on receiving a commission or fee payment before committing to sign up to a contract with an Agilyx Group Member, or carrying out a government function or process for an Agilyx Group Member;
- d. a third party requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- e. a third party requests that payment is made to a country or geographic location different from where the third party resides or conducts business;
- f. a third party requests an unexpected additional fee or commission to "facilitate" a service;
- g. a third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- h. a third party requests that a payment is made to "overlook" potential legal violations;

- i. a third party requests that you provide employment or some other advantage to a friend or relative;
- j. you receive an invoice from a third party that appears to be non-standard or customised;
- k. a third party insists on the use of side letters or refuses to put terms agreed in writing;
- l. you notice that an Agilyx Group Member has been invoiced for a commission or fee payment that appears large given the service stated to have been provided;
- m. a third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to the Agilyx Group;
- n. you are offered an unusually generous gift or offered lavish hospitality by a third party.

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