

UTIMACO Anti-Bribery and Anti-Corruption Policy / Code of Conduct

Group Policy

1 Imprint

Copyright 2023
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Usage Note
Please note that this policy is subject to change. The current and valid version of the policy can be found in Confluence and on Utimaco's [website](#).

Table of Contents

1	Imprint	2
2	Executive Summary	4
3	Prohibition of Bribery and Corruption	4
4	Definitions	4
4.1	Bribery	4
4.2	Corruption	5
4.3	Facilitation Payments	5
4.4	Utimaco Professionals	5
4.5	Gift	5
4.6	Personal Safety	5
5	Scope of Application	5
5.1	Universal application.....	6
5.2	Agents, Distributors, Consultants, and Other Third Parties due diligence.....	6
5.3	Acquisitions.....	6
5.4	Joint Ventures.....	6
6	Administration of this Policy	7
7	Responsibility	7
8	Raising Concerns and Seeking Guidance	7
9	Payments to 3rd Parties	7
10	Political and Charitable Contributions and Sponsorships	8
11	Gifts, Hospitality and Expenses	9
11.1	Reporting.....	10
11.2	Tender Scenario.....	10
11.3	No prior business relationship	10
11.4	Family members	10
11.5	Expenses.....	10
12	Confidential Reporting of Concerns (Whistleblowing)	10
12.1	Protection and Support for Whistleblowers.....	12
13	List of Annexes	14
14	Acknowledgement and Signature	14
15	Document Change History	15

2 Executive Summary

This Anti-Bribery and Anti-Corruption Policy of Conduct is a global policy which applies to Utimaco Management Services GmbH, its affiliates, subsidiaries, branches, and operational sites around the world. (Hereinafter referred to as “UTIMACO GROUP”, “Utimaco”, “we” “our” or “us”).

This Policy is in line with the provisions of Utimaco Global Policy of Conduct and with all applicable laws, regulations, and standards governing bribery and corruption in all countries in which we operate.

The purpose of this Policy is to set out the values, principles, and responsibilities Utimaco adheres to and expects all our employees, representatives, partners, distributors, resellers, advisors, consultants, contractors, agents, and other intermediaries (“you”), and their activities in the public and private sectors, both domestically and globally representing Utimaco to comply with regard to bribery and corruption.

Compliance with this Policy is a mandatory requirement.

3 Prohibition of Bribery and Corruption

Utimaco is against corruption and neither makes bribes nor accepts them nor induces or permits any other party to make or receive bribes on its behalf. Utimaco does not participate in any form of bribery or corruption, and we support efforts to eradicate corruption and financial crime.

It is Utimaco’s policy to comply with all laws, rules, and regulations governing bribery and corruption in all the countries in which we conduct business. Acts of corruption and bribery are illegal throughout the world and penalties for breaching applicable laws are severe.

Consequently, each of us must take personal responsibility for abiding by this Policy. This includes our most senior managers and directors as well as partners and customers.

Utimaco will deal with any instance of suspected bribery or corruption seriously, any actual instance will result in disciplinary action against those involved, up to and including termination of employment or contract, and reporting of those persons to relevant regulatory and criminal authorities. Utimaco will support those authorities in any prosecution brought against those persons.

Utimaco will routinely assess the risks of becoming embroiled in bribery and corrupt practices.

If any instance of bribery or corruption is identified, Utimaco will take remedial and disciplinary steps without undue delay. Utimaco will comply with all legal obligations and take the actions to which it is legally entitled. This includes, among other things, full cooperation with authorities and the possible dismissal of employees involved.

Utimaco encourages and supports its employees to make decisions in line with the principles set out in this Policy stated position on bribery and corruption. No Utimaco Professional will ever suffer demotion, penalty, or other adverse consequences for refusing to pay bribes even if such refusal may result in Utimaco losing business. Utimaco may drive a hard bargain when it is in its interests but is committed to acting professionally, fairly, and with integrity.

4 Definitions

Definitions that should be considered in this Policy.

4.1 Bribery

“Bribery” is essentially understood to mean the offering, promising, giving, or accepting of any undue monetary or other advantages to or by another person such as but not limited to:

- ◆ a public official, at the national, local, or international level;
- ◆ a political party, party official, or candidate; and
- ◆ a director, officer, employee, or agent of another organization or an individual in order to obtain or retain a business or other advantage other than by legitimate and proper means.

Thus, Utimaco presumes that:

- ◆ any ‘kickback’ (in cash or in-kind) to government officials or employees of the other contracting party is a bribe.
- ◆ the engagement of intermediaries such as agents, subcontractors, consultants, or other third parties, to channel payments to government officials, or employees of the other contracting party, their relatives, friends, or business associates constitutes a bribe,
- ◆ any payment or other advantage made to any person who is not fully and properly recorded in the terms of the contract by which we do business with them shall be presumed by us to be a bribe.

4.2 Corruption

“Corruption” is essentially understood to consist of dishonest or fraudulent conduct by those in power, typically involving bribery irrespective of whether or not it is accompanied by a threat if the demand is refused.

4.3 Facilitation Payments

“Facilitation Payments” (also known as grease payments) are the sum of money paid to someone, regardless of the amount, as a way of ensuring that he/she performs a service, either promptly or not at all, provided that such payment is neither legal nor regulated. Common examples could be payments of small amounts to facilitate routine government action, or for authorities to speed up customs check or visa application. Facilitating payments are considered bribery and are, therefore, prohibited by this Policy.

4.4 Utimaco Professionals

“Utimaco Professionals” means all employees, officers, directors, consultants, contractors and subcontractors, agents, partners, resellers, representatives, or advisors who are contracted by or otherwise empowered to act on behalf of Utimaco.

4.5 Gift

“Gift” shall be essentially understood to mean:

- ◆ a sum of money or any physical object, or;
- ◆ the possibility to participate for free in events that are open to the public or are private in nature, are only accessible in return for payment, and represent a certain value (such as complimentary tickets for sports events, concerts, theatre, conferences, etc.), or
- ◆ any other advantage with a pecuniary value such as transport, hotel, and restaurant costs.

Indirect gifts are those which are not offered directly to staff members, but to a third party that is close to the staff member. Low-value items given for purely information purposes (brochures, booklets, catalogs...) are not considered gifts in this context.

4.6 Personal Safety

Personal safety (exception to compliance with this Policy)

Utimaco recognizes that demands for bribes to be paid may be accompanied by threats to personal safety. These should be rare, but if you are subjected to an immediate threat to your safety, you may put your personal well-being first even if this means that you make a payment that would contravene this Policy. However, you must immediately report all circumstances of the threat and the payment to Utimaco’s Managing Directors. If a threat is made but you have time to notify our Managing Directors before making any payment to avoid harm to your person, we ask you to do so.

5 Scope of Application

Every Utimaco Professional associated with Utimaco business is covered by this Policy of Conduct and our Anti-Bribery Program.

5.1 Universal application

This Policy applies to the “UTIMACO GROUP” including all Utimaco business units and extends to all its majority owned business dealings and transactions in all countries in which Utimaco and/or our subsidiaries and associates operate. Local custom and practice are never a justification for departing from this Policy.

All activities carried out on Utimaco’s behalf must be compliant with this Policy regardless of local laws or culture.

5.2 Agents, Distributors, Consultants, and Other Third Parties due diligence

To protect Utimaco against the risk of bribes or acts that violate the Law, Utimaco Professionals shall be responsible for, when engaging or retaining agents, partners, resellers, representatives, and advisors in connection with any business being sought, conducting proper due diligence process to satisfactorily verify that our arrangements for payment of commissions or fees will not be used for bribery or illegal purposes.

Utimaco will investigate to determine the reputation, beneficial ownership, professional capability and experience, financial standing, and credibility of such persons and the record of such persons’ adherence to applicable laws in our own and other countries.

Any concerns that such investigation may bring to light must be reported to our Managing Directors. After Utimaco engages with a third party, its employees have a responsibility to monitor ongoing activities and to report any concerns to Utimaco’s Managing Directors. If you know or reasonably believe that a contravention of this Policy has been conducted, is being, or may be made, you must report it to Utimaco’s Managing Directors in appropriate circumstances and prevent the payment or promise of payment from occurring.

5.3 Acquisitions

Each time Utimaco acquires any business, due diligence associated with the proposed acquisition shall include an investigation of the acquisition target’s compliance with applicable laws, restrictions, and regulations including but not limited to the German anti-bribery and corruption provisions that are laid down in Sections 331- 358 (bribery in public office), 298-302 (bribery in commercial business transactions) and 108b-108e (electoral bribery) of the German Criminal Code (Strafgesetzbuch, “StGB”) as well as the anti-bribing and corruption practices involving EU and other foreign public officials and judges which are penalized by the European Union Anti-Corruption Act (EU-Bestechungsgesetz, “EUBestG”) and the German Act of Combating International Bribery (Gesetz zur Bekämpfung internationaler Bestechung, “IntBestG”) respectively and related laws and regulations.

5.4 Joint Ventures

Similarly, whenever Utimaco decides to undertake business with a joint venture partner, it will conduct a review of the prospective joint venture partner or partners to determine the reputation, beneficial ownership, professional capability and experience, financial standing, and credibility of the prospective joint venture partner and the history of such prospective joint venture partner’s compliance with German and all other relevant anti-bribery and corruption provisions.

Contract procedures

Persons or entities who provide goods or services to Utimaco or on its behalf must meet these standards and abide by this Policy.

Utimaco has developed standard provisions included in contract templates prohibiting bribery and corruption which, in essence, enable Utimaco to terminate contracts if bribery or corruption is established. Unless otherwise approved in writing by Utimaco's Legal Department, all contracts with partners, resellers, distributors, consultants, and other third parties must include such standard provisions.

6 Administration of this Policy

Utimaco's Chief Financial Officer or a dedicated nominee from Utimaco's Legal Department will conduct the daily administration and enforcement of this Policy. Utimaco's Management Board retains the ultimate responsibility for ensuring compliance with this Policy and Utimaco's zero-tolerance approach to bribery and corruption.

Utimaco's Management Board will review the implementation of this Policy to test its adequacy and effectiveness frequently and shall make improvements if appropriate. Any material non-compliance shall be reported to shareholders in the annual report.

7 Responsibility

You must take individual responsibility for complying with this Policy.

You are obliged to read, be familiar with, and strictly comply with this Policy which is available online on our website and on our intranet. Training on all applicable laws and regulations relating to bribery and corruption shall be compulsory at least for certain exposed Utimaco Professionals upon joining the organization and from time to time by way of refresher and up-date laws, regulations, and contractual requirements are subject to change, which could require revision to this Policy. You shall therefore keep yourself current with any such changes and comply with such changes regardless of whether or not the changes have been incorporated into any given version of this Policy.

8 Raising Concerns and Seeking Guidance

You should express/report suspicious activity without delay and without apprehension.

This Policy requires you to raise your concerns promptly if you have a sense that a breach of applicable laws or this Policy was committed or is going to be committed in connection with Utimaco's business. Please remember, if you are offered a financial or other advantage or if you suspect that someone within Utimaco is or is about to offer improper financial or other advantages, you **MUST** report this to our Managing Directors without delay. If you have such suspicions and you don't report them, you could face disciplinary action.

If you are unsure what to do or if you have doubts but do not want to get yourself or anyone else into trouble, you should notify our Managing Directors who will consult with you on a confidential basis. If for any reason you do not wish to speak with our Managing Directors then you may report any relevant conduct in accordance with the Whistleblowing Procedures set out below in Section 9 in order, inter alia, to preserve your anonymity.

You will not be penalized for reporting, in good faith, suspected misconduct, even if, eventually, their allegation is not confirmed.

Further, any form of discrimination, retribution, or retaliation against anyone who has, in good faith, reported a possible violation of this Policy or refused to participate in activities that violate this Policy is prohibited and will be treated as a serious disciplinary matter. Discouraging Personnel from making a report or getting the help they need is likewise prohibited and could result in disciplinary action.

9 Payments to 3rd Parties

All payments made in connection with Utimaco's business must be made transparent and justified. No payments may be made as a subterfuge for bribery.

It is contrary to this Policy to offer, promise, authorize, pay or give, either directly or indirectly, to any other person (whether a government official or not) any financial or other advantages to secure an improper advantage, to obtain or retain business, or direct business to any other person or entity.

Utimaco, therefore, requires that:

- a) any payment made to any person represents no more than an appropriate remuneration for legitimate services rendered by such person;
- b) no part of any such payment is permitted to be passed on as a bribe or otherwise in contravention of this Policy;
- c) in each contract the contractual party must agree not to pay bribes or otherwise engage in any corrupt practice. Utimaco must reserve the right to terminate agreements with such parties if a bribe is paid or other corrupt practice is undertaken;
- d) You must maintain an accurate record of the names, terms of employment, and payments to all persons who are retained in connection with transactions with public bodies, state or private enterprises. This record must be made available for inspection by Utimaco and its appointed auditors on demand;
- e) it is prohibited to engage in bribery or any form of unethical inducement or payment (including facilitation payments and ‘kickbacks’), and such activities must be avoided leading to, or suggesting, a conflict of interest with the business of Utimaco;
- f) all laws relevant to countering bribery and corruption in all jurisdictions in which Utimaco operates, particularly laws that are directly relevant to specific business practices, are complied with;
- g) all agents, representatives, and intermediaries must be properly vetted, and due diligence undertaken on them to ascertain their compliance to represent Utimaco before appointing them;
- h) all payments should be approved in writing by a senior person in the business (your line manager) before making the payment;
- i) receipts for payments should be obtained from the recipient; and
- k) all payments must be accurately recorded through our accounting and financial procedures without any deception or disguise as the recipient’s identity or the purpose for the payment in question.

For the avoidance of doubt, so-called Facilitation Payments are prohibited. Utimaco does not make Facilitation Payments, of any kind even if bribery laws in other countries may not criminalize such Facilitation Payments.

Utimaco recognizes that in some parts of the world, Facilitation Payments may be sought in a business-as-usual fashion. Utimaco will not pay such and will not expect to be paid. Utimaco insists that proper and thorough due diligence is undertaken on those with whom it does business and, in particular, any organization which represents its interests in any capacity, or which supplies goods or services to Utimaco.

Utimaco is subject to internal audits and controls. All payments must be properly recorded in its accounts and financial records. Recording such payments in any way which would conceal their true nature or which is contrary to applicable accounting standards is not permitted.

Payments of reasonable and bona fide expenses incurred in the proper course of our business are not prohibited by this Policy when they are directly related to the execution or performance of a contract or other binding obligation.

10 Political and Charitable Contributions and Sponsorships

Utimaco does not make any contributions to political parties, party officials, and/or candidates. All requests for political contributions must be channeled through Utimaco’s Managing Directors. Utimaco will only approve if Utimaco’s Managing Directors establish in writing that it is in its interests to do so and only upon satisfying itself that it is acting responsibly following all applicable laws and all requirements for public disclosure.

Utimaco is pleased to support donations but not with the expectation of any reward or influence in return. All sponsorship requests must be channeled through its Managing Directors in advance and may only be provided in case of prior written consent from Utimaco’s Managing Directors.

Charitable contributions and sponsorships must be transparent and in accordance with applicable law and are not to be used as a subterfuge for bribery. All charitable contributions and sponsorships must be approved by Utimaco's Managing Board's prior written consent.

If you are approached for a charitable donation, sponsorship, or political contribution (in each case, of any nature or description) you must inform those who approach you that there is an approval procedure which you are bound to follow and that you will be referring the matter to Utimaco's Managing Directors for approval before responding.

If you wish to undertake charitable works or to seek sponsorship of a personal nature from your work colleagues, please notify our Managing Directors in advance. Utimaco will not prevent genuine fundraising of a personal nature by Utimaco Professionals provided it is clear that this is unrelated to our business.

If you make personal contributions to charity or political organizations or if you engage in any form of sponsorship from your own funds, please make clear to all concerned that such activity has nothing to do with Utimaco's business and that you are acting in your personal capacity outside of work. You must not use any resources of Utimaco for, or in support of your personal activities in this regard.

11 Gifts, Hospitality and Expenses

Utimaco only accepts or provides hospitality and gifts within predefined limits (see Appendix 1) and which do not achieve any improper advantage or influence a business decision.

Gifts, hospitality, and sponsorship may only be made and/or received in compliance with this Policy.

The acceptance of corporate hospitality (other than refreshments offered in meetings held at business premises) requires prior approval from your Head of Department. You should only accept corporate hospitality if it is ethically, morally, socially, and politically 'correct'. Nothing should be accepted that brings you, your colleagues, or Utimaco's business into disrepute.

Hospitality, gifts, or expenses which have 'strings attached' must be declined. If hospitality is intended to be an attempt to secure a business advantage or influence a decision (e.g., by creating a sense of obligation) it must be declined.

Utimaco recognizes that you may receive unsolicited token gifts from marketing departments from time to time, such as calendars at Christmas. You should consider the impact of displaying or using these items on third parties who may understand the same to reflect loyalty to one supplier.

The offer or acceptance of gifts, hospitality, or expenses must be limited to reasonable and bona fide expenditures and must not improperly affect the outcome of any procurement or other business transaction or be capable of being reasonably construed as improperly affecting such outcome.

High-value corporate hospitality should be politely declined unless there are compelling business reasons to accept such hospitality. There may be rare circumstances where declining the gift is likely to cause major offence (e.g., gifts from foreign dignitaries or religious leaders). In these very exceptional circumstances, the gift may be accepted and then donated to charity (with a record noted in the Gifts Register).

Cash may not be given to any third party by way of hospitality or entertainment. Giving promotional items of nominal value such as coffee mugs, golf balls, calendars, or similar items displaying the company logo that are distributed for advertising or commemorative purposes and/or gifts of nominal value is generally permissible, but if in doubt, check with your manager first.

Where you are responsible for relationships with customers and suppliers to our business, you may entertain people for bona fide purposes only. The value of such hospitality must be reasonable and proportionate. Lavish entertainment is not permitted by Utimaco. Ordinary hospitality to meet customers, network with customers, and improve relationships is unlikely to be a breach, but please be aware that extraordinary hospitality might be unlawful and contrary to this Policy and applicable law.

If you offer or provide hospitality and you suspect that it has been misconstrued by the recipient as an inducement, you must report this to Utimaco's Managing Directors and appropriate steps must be taken to correct this misapprehension. You should make allowance for the possibility that acceptance of a gift or hospitality by the intended recipient is contrary to the recipient's own rules and policies. You should, therefore, explain to the recipient that it is acceptable to refuse your offer of a gift or hospitality and that the participant of an Utimaco event is

permitted to prefer to pay for his attendance.

The frequency of hospitality should be carefully monitored, as the cumulative effect of frequent hospitality may give rise to the appearance of impropriety. Hospitality must not be offered or provided in return for any favor or benefit or to influence improperly any official decision.

If the intention or effect of any gift or entertainment or other hospitality might create a real or perceived influence upon any person, then further guidance must be sought from your manager before giving or accepting the same.

11.1 Reporting

You are required to record hospitality offered/received and any gifts received/declined, and/or speaker/author/non-executive fees received/declined in writing using the Gifts and Hospitality Report Form attached to this Policy as Appendix 1. Any hospitality offered or received (whether or not declined) over €30 must be declared. Gifts or hospitality with an equivalent value between €30 and €150 must be reported but are permitted to be kept by you if otherwise by this Policy. Gifts or hospitality with an equivalent value of more than €150 must be reported and the Utimaco Managing Directors will decide about the handling of such gifts or hospitality in accordance with this Policy.

From time to time, Utimaco may notify deviating spending limits applicable to hospitality and entertainment and you must abide by these rules from the date that they are introduced.

11.2 Tender Scenario

Under no circumstances may gifts, hospitality, or entertainment be offered to or accepted from any person with whom we are in a competitive tender scenario (i.e., a contract is being awarded and we are bidding for or awarding that contract.)

Any form of gift or corporate hospitality offered by a tenderer participating in a competitive procurement exercise should be declined and the offer reported to the person in charge of such procurement process and the Utimaco managing directors.

11.3 No prior business relationship

Care must be taken when giving or being offered entertainment, gifts, or hospitality from persons with whom there is no prior business relationship. All gifts, hospitality, and entertainment offered to a foreign public official (no matter the value) must be approved in writing by our Managing Directors in advance.

11.4 Family members

Neither you nor any members of your family are permitted to receive 'personal' direct sponsorship from any third parties with whom Utimaco is in business.

11.5 Expenses

As a general rule, Utimaco does not pay for third parties' travel or other expenses. If there is a legitimate reason to depart from this rule, you must obtain prior written approval from Utimaco's Managing Directors. Travel expenses offered to third parties should be reasonable in amount, should be offered in good faith only in connection with Utimaco's business, and should be lawful under applicable law. Reimbursement of expenses requires reasonable proof of payment (e.g., a receipt) and wherever possible should be made directly to the service provider (for example, an airline) or the foreign government or agency involved and not to an individual.

Expenses should not go beyond what is reasonably necessary for the business purpose; for example, lavish accommodations, and expenses for spouses and children or side trips are strictly prohibited.

12 Confidential Reporting of Concerns (Whistleblowing)

We are all expected to speak up when we see something that doesn't look right and call out behavior that falls short of the standards we expect. You must report suspicious activity. You will not be penalized for doing so.

Utimaco is committed to conducting its business with honesty and integrity and expects you to maintain high standards. However, all organizations face the risk of failure from time to time, or of unknowingly harboring illegal or unethical conduct. A culture of openness and accountability is essential to prevent such situations from occurring or to address them when occurring.

The aims of this Policy are:

- ◆ To encourage you to report suspected wrongdoing as soon as possible, in the knowledge that any concerns will be taken seriously and investigated as appropriate, and that confidentiality will be respected.
- ◆ To provide an internal mechanism for reporting, investigating, and remedying any wrongdoing in the workplace. In most cases, you should not find it necessary to alert anyone externally.
- ◆ To reassure you that you should be able to raise genuine concerns in good faith without fear of reprisals, even if they turn out to be mistaken.

“Whistleblowing” is the disclosure of information that relates to suspected wrongdoing or dangers at work. This may include:

- ◆ criminal activity;
- ◆ miscarriages of justice;
- ◆ danger to health and safety;
- ◆ damage to the environment;
- ◆ failure to comply with any legal or professional obligation or regulatory requirements;
- ◆ financial fraud or mismanagement;
- ◆ negligence;
- ◆ breach of our internal policies and procedures;
- ◆ conduct likely to damage our reputation;
- ◆ unauthorized disclosure of confidential information;
- ◆ other workplace-specific concerns;
- ◆ the deliberate concealment of any of the above matters.

A whistleblower is essentially understood to be a person who raises a genuine concern in good faith relating to any of the above. If you have any genuine concerns related to suspected wrongdoing or danger affecting any of our activities (a “whistleblowing concern”) you should report it in compliance with this Policy.

This Policy should not be used for complaints relating to your own personal circumstances, such as the way you have been treated at work. In those cases, you should use Utimaco grievance procedures or raise your concerns under Utimaco’s other relevant policies.

Utimaco hopes that in many cases you will be able to raise any concerns with your manager. You may tell them in person or put the matter in writing if you prefer. They may be able to agree on a way of resolving your concern quickly and effectively. In some cases, they may refer the matter to your local Human Resources Manager.

However, where the matter is more serious, or you consider that your manager has not addressed your concern, or you prefer not to raise it with them for any reason, you should contact one of the following:

- ◆ Your local Human Resources Manager,
- ◆ A member of the Utimaco Management Board,
- ◆ Or any member of Utimaco’s Advisory Board.

Utimaco will arrange a meeting with you as soon as possible to discuss your concern. You may bring a colleague or representative to any meetings under this Policy. Your companion must respect the confidentiality of your disclosure and any subsequent investigation.

Utimaco will take down a written summary of your concern and provide you with a copy after the meeting. Utimaco will also aim to give you an indication of how it proposes to deal with the matter in case such a proposal is appropriate and possible.

Utimaco hopes that You will feel able to voice whistleblowing concerns openly under this Policy. However, if you want to raise your concern confidentially, Utimaco will make every effort to keep your identity secret. If it is necessary for anyone investigating your concern to know your identity, we will discuss this with you.

Utimaco does not encourage you to make disclosures anonymously as the proper investigation may be more difficult or impossible if Utimaco cannot obtain further information from you. It is also more difficult to establish whether any allegations are credible and have been made in good faith. Whistleblowers who are concerned about possible reprisals if their identity is revealed should come forward to their local Human Resources Manager or one of the other contacts listed above and appropriate measures can then be taken to preserve confidentiality.

If you are in any doubt, you can seek advice from your local Human Resources Manager.

Whistleblowing concerns usually relate to the conduct of Utimaco's staff, but they may sometimes relate to the actions of a third party, such as a customer, supplier, service provider, partner, or distributor. The law allows you to raise a concern in good faith with a third party, where you reasonably believe it relates mainly to their actions or something that is legally within their responsibility. However, Utimaco encourages you to report such concerns internally first. You should contact your manager or one of the other individuals referred to in this Policy for guidance.

Once you have raised a concern, Utimaco will carry out an initial assessment to determine the scope of any investigation. Utimaco will inform you of the outcome of our assessment. You may be required to attend additional meetings to provide further information.

In some cases, Utimaco may appoint an investigator or team of investigators including staff with relevant experience in investigations or specialist knowledge of the subject matter. The investigator(s) may make recommendations for change to enable us to minimize the risk of future wrongdoing.

Utimaco will aim to keep you informed of the progress of the investigation and its likely timescale. However, sometimes the need for confidentiality may prevent it from giving you specific details of the investigation or any disciplinary action being taken as a result. Unless specifically informed otherwise, you should treat any information about the investigation as confidential.

If we determine that a whistleblower has deliberately made false accusations, acted in bad faith, or sought personal benefits, disciplinary measures will be taken. In cases where such allegations against an employee are proven to be true, that employee is likely to be dismissed without notice or payment in lieu.

Although Utimaco cannot always guarantee the outcome that you are seeking, we will try to deal with your concern fairly and in an appropriate way. By using this Policy, you can help Utimaco to achieve this.

If you are not happy with how your concern has been handled, you can raise it with one of the other key contacts identified in this Policy. Alternatively, you may contact Utimaco's Managing Directors. Contact details are set out at the end of this Policy.

12.1 Protection and Support for Whistleblowers

Understandably, whistleblowers are sometimes worried about possible repercussions. Utimaco aims to encourage openness and will support you in raising genuine concerns in good faith under this Policy, even if you turn out to be mistaken.

You must not suffer any detrimental treatment as a result of raising a concern in good faith. Detrimental treatment includes dismissal, disciplinary action, threats, or other unfavorable treatment connected with raising a concern. If you believe that you have suffered any such treatment, you should inform your local Human Resources Manager immediately. If the matter is not remedied, you should raise it formally using our Grievance Procedure.

You are not allowed to threaten or retaliate against whistleblowers in any way. Anyone involved in such conduct will be subject to disciplinary action.

Utimaco's management board has overall responsibility for this Policy, and for reviewing the effectiveness of

actions taken in response to concerns raised under this Policy. Various officers of Utimaco have day-to-day operational responsibility for this Policy and must ensure that all managers and employees or other staff who may deal with concerns or investigations under this Policy receive regular and appropriate training.

Utimaco Human Resources Managers and Utimaco Managing Directors will review this Policy from a legal and operational perspective regularly.

All Utimaco staff are responsible for the success of this Policy and should ensure that they use it to disclose any suspected danger or wrongdoing. Your areas are invited to comment on this Policy and suggest ways in which it might be improved. Comments, suggestions, and queries should be addressed to your local Human Resources Manager or Utimaco Management Board.

Any questions or concerns relating to this Policy should be addressed to Utimaco's HR or Legal Department directly via email at

HR-All@utimaco.com

legal@utimaco.com


13 List of Annexes

Annex 1	Utimaco Gifts and Hospitality Report Form
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14 Acknowledgement and Signature

Aachen, March 2023

<p>DocuSigned by:  <small>F814BF080CA2415...</small></p> <p>Martin Stamm (Chief Financial Officer)</p>
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<p>DocuSigned by:  <small>8C1897B9DCEC48C...</small></p> <p>Stefan Auerbach (Chief Executive Officer)</p>

15 Document Change History

Date	Version	Changed by	Reason for Changes
January 2016	1.0		Initial Release
March 1, 2023	1.3	Tatiana Beltrán/Mareike Kleemann/ Niklas Hamacher	Periodically Review and Update/ Format Changes