TKH Group Ethical Business and Financial Integrity Policy

TKH is committed to conducting its business fairly, transparently, and with integrity, applying the highest ethical and legal standards. We believe that trust, honesty, and fair competition are the foundations of our long-term success and strong relationships with stakeholders. TKH maintains a zero-tolerance policy towards any form of corruption, bribery, fraud, money laundering, conflict of interest, or unethical business practices.

TKH has endorsed the ten principles of the United Nations Global Compact, including the principle against corruption, and aligns its practices with the United Nations Convention against Corruption, the OECD Guidelines, and applicable anti-money laundering regulations. This policy applies to all employees and relevant third parties (including agents, consultants and suppliers) engaged by or acting on behalf of TKH, across all operating companies and value chains.

This policy works in conjunction with other TKH Group policies, for example but not limited to the Sustainable Procurement Policy, Code of Conduct and the Code of Supply, addressing relevant and material environmental, social, and governance (ESG) themes including our related goals and ambitions.

Objectives and Strategy

To achieve our commitment to ethical business conduct, TKH adheres to the following strategic principles:

- **Compliance with Laws and Regulations:** TKH complies with all applicable anti-corruption, anti-bribery, anti-fraud, anti-money laundering, and conflict of interest laws and regulations in every jurisdiction where it operates. TKH does not engage in any act that violates these laws, regardless of local custom or practice.
- **Prohibition of Bribery and Corruption:** TKH does not offer, promise, give, or accept any bribe, kickback, facilitation payment, or improper advantage to or from any person, including government officials, private sector employees, or intermediaries. This prohibition extends to indirect payments made through third parties, agents, or consultants.
- **Prohibition of Fraud**: TKH strictly prohibits any form of fraud, including but not limited to financial statement fraud, asset misappropriation, and occupational fraud. Employees must not engage in deceptive practices, falsify records, or misrepresent facts for personal gain or to benefit the company improperly.
- **Anti-Money Laundering:** TKH prohibits the use of its resources, accounts, or services to facilitate money laundering or terrorist financing. All transactions must be conducted with legitimate business purposes, and TKH implements necessary controls to identify and report suspicious activities in accordance with local anti-money laundering laws.
- **Conflicts of Interest:** Employees must avoid situations where their personal interests conflict, or appear to conflict, with the interests of TKH. This includes outside employment and financial interests in competitors or suppliers. Any potential conflict must be disclosed immediately to the relevant manager or the Group Compliance Officer.

- **Third-Party Due Diligence and Management:** TKH implements due diligence procedures for third-party intermediaries, agents, and suppliers, particularly in high-risk jurisdictions or specific business segments with an inherent higher risk. TKH ensures that third parties are aware of and adhere to TKH's business integrity standards, as outlined in the Code of Supply and template contracts for agents and intermediaries.
- **Gifts, Hospitality and Donations:** TKH strictly controls the giving and receiving of gifts, hospitality, and charitable donations to ensure they are lawful, reasonable, transparent, and properly recorded. Gifts must not exceed €100 in value and may never be accepted in cash. No exchange may be intended to influence a business or political decision, secure an improper advantage, or compromise the independence of the recipient.
- **Sponsorships:** All sponsorships of sporting, cultural, or social activities must be transparent and governed by a written agreement detailing the sponsor's performance and the recipient's deliverables. TKH will not attempt to influence event programs. Sponsorships must never be used to secure business advantages, influence decision-making, or provide any benefit other than explicitly outlined in the agreement.
- **Accurate Record Keeping:** TKH maintains accurate and transparent financial records and books. All transactions are recorded in accordance with applicable accounting standards and TKH's Financial Reporting Manual. TKH does not create off-the-books accounts, false invoices, or fictitious expenses to conceal corrupt payments, fraud or money laundering.
- **Whistleblowing and Reporting:** TKH maintains a safe and confidential channel for employees and third parties to report suspected violations of this policy. TKH protects whistleblowers from retaliation and ensures that all reports are investigated promptly and impartially by the Group Compliance Officer or an independent team.

Monitoring and Evaluation

To ensure progress towards business integrity objectives, TKH is conducting regular monitoring and evaluation activities. TKH performs an annual assessment of corruption, bribery, fraud, money laundering, and conflict of interest risks with a focus on high-risk geographies, and provides training particularly focusing on high-risk functions (senior and executive management, procurement, sales, legal, finance).

1. Key Performance Indicators

Progress is tracked and reported in the TKH Annual Report on selected key performance indicators, such as:

- **Training Coverage**: Percentage of employees in high-risk functions covered by anti-corruption and anti-bribery training.
- **Incidents**: Number of confirmed incidents of corruption or bribery.
- **Legal Outcomes**: Number of convictions for breach of anti-corruption, anti-bribery, anti-fraud and anti-money laundering laws and total fines paid.
- **Fines**: The amount of fines for violation of anti-corruption, anti-bribery, anti-fraud, and anti-money laundering laws.
- **Supplier Compliance**: Percentage of strategic suppliers signed to the Code of Supply (which includes business integrity clauses).

2. Specific Targets

- **Zero Tolerance:** Zero confirmed incidents of corruption, bribery, fraud, or money laundering and zero convictions/fines related to these laws.
- **Training:** Ensure >90% of employees in high-risk functions complete the mandatory anti-corruption and anti-bribery training.
- **Supplier Sign-off:** Maintain >90% of strategic suppliers (with an annual purchase volume > >€1 million) signed the Code of Supply.

3. Evaluation and improvement

- **Quarterly Reviews:** The TKH Group Executive Board is reviewing the metrics every quarter.
- **Strategic Evaluation:** Progress towards ethical business and financial integrity objectives is regularly evaluated, using insights from KPIs, internal audits, and risk assessments to refine our strategy and initiatives.
- **Public Reporting:** Selected KPIs are reported annually in the TKH Annual Report.

These activities are conducted on a regular basis, with results reviewed and discussed by the Executive Board, Management Teams of Operating Companies, or other relevant stakeholders, as appropriate, to inform strategic decisions and drive continuous improvement.

Responsibility and Accountability

1. **Executive Board:** Ultimately responsible for incorporating this policy into the TKH Group. The CEO of TKH Group oversees the implementation across the group.
2. **Director Sustainability (Group Compliance Officer):** Supports the Executive Board in the operational implementation of the policy, including performing risk assessments, implementing training programs for the Group, and investigating reported incidents.
3. **Management Team of Operating Companies:** Responsible for implementing the policy and actions within their organization, overseen by the CEO of the operating company, who reports to the CEO of TKH Group. Managing Directors are responsible for ensuring local compliance, enforcing the Code of Conduct, and overseeing the implementation of the Code of Supply with suppliers.
4. **Internal Audit Department:** Conducts regular internal audits on data accuracy, internal controls, and compliance with ethical business and financial integrity procedures, with findings presented to the Executive Board and Audit Committee.
5. **Audit Committee (Supervisory Board):** Provides oversight of the effectiveness of governance policies, monitors compliance with business conduct requirements, and reviews fraud, bribery, corruption, and money laundering risk assessments annually.

Approval and Review

This policy is subject to periodic review to ensure its continued relevance and effectiveness. It is approved by the Management Board and will be updated as necessary to reflect changes in legislation, organizational structure, or best practices.

Document Control History

Version	Date	Description	Approved By
1.0	May 2026	Initial approval	Derk Postma - Member of the Management Board and Director Sustainability