



# NextStream

ANTI-BRIBERY AND CORRUPTION GLOBAL POLICY

## FICHA DE INFORMAÇÕES

ANTI-BRIBERY AND CORRUPTION GLOBAL POLICY		POL.ESG.001/2024
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Aprovação:C-Level Jorge Abadia Eduardo Reigada	Data:26/06/2024	

## 1. Purpose of the Anti-Corruption Policy

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- 1.1. NextStream and its legal entities (hereafter, the “**Group**”) are committed to conducting business in accordance with the highest ethical standards. We believe this is essential in the delivery of our overarching mission of supporting our clients in their digital transformation.
- 1.2. This Policy sets out the standards of conduct and professionalism that apply to all employees & officers, directors (Employees & Officers, Directors and Third Parties (together, “**Subject Persons**”) in relation to applicable anti-bribery and corruption global laws and regulations. It is our Board of Directors responsibility to make this Policy available and duly communicated to all **Subject Persons** (*Tone of the Top*);
- 1.3. The **Group** has a zero-tolerance approach to bribery and corruption. This Policy prohibits all **Subject Persons** from offering, paying, giving, promising to pay or give, requesting, accepting or authorizing a payment or gift of anything of value to any representative or agent of a private or public body (including Government Officials), in consideration directly or indirectly, regardless of their office or position, or for the purpose of influencing or rewarding counterparty acceptance, obtain an undue benefit or such person in violation of laws and regulations, including, without limitation, to perform, refrain from performing or default on the performance of, any action within the authorities or powers of such a person.
- 1.4. **Subject Persons** applying this policy must at all times be aware of and comply with applicable local laws and regulations, which must prevail in the event of conflict with any of the **Group's** internal policies/rules/codes, unless the latter are stricter. We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate, including Brazil, Mexico, Peru, Chile, Argentina, United States of America and Spain, and specifically the provisions of the United Kingdom Bribery Act 2010 (the "*Bribery Act*") the United States of America Foreign Corrupt Practices Act (*FCPA*), Brazilian Federal Law nº 12.846/2013, Chilean Law No. 20,393 or Corporate(*Anticorruption Law*), the Mexican General Law of Administrative Responsibilities, the Mexican Federal Criminal Liability Act Code and National Code of Criminal Procedures, Argentine Anti-corruption Law 27,401 and Argentine Criminal Code (together the "*Bribery Legislation*", each as amended from time to time) and we will act in appreciation of the principles set out in the The United Nations Convention against Corruption and the *OECD* Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, in respect of our conduct both at home and abroad.
  - 1.4.1. in any case, any internal policy or procedure, internal instruction, request, custom, usual practice, previous cases, industry and market behavior, actions or omissions of public officials, cultural aspects, or other similar, may not be justification for ignoring or failing to comply with this policy or applicable local laws and regulations.

- 1.5. Failure to follow this Policy may result in disciplinary action, including dismissal or termination of contract. Potentially severe penalties and other consequences may apply to the **Group, Subject Persons** if anti-bribery laws are violated, including prison (custodial) sentences and/or severe financial penalties.
- 1.6. This policy must be exercised and understood in accordance with ethical guidelines, as well as current laws and regulations that apply to conduct related to corruption; any future policies, guidelines and procedures must also be observed, considering all these documents as a program of relevant guidelines on the subject of this policy.
- 1.7. Explanations of the terms used in this Policy are provided in **Annex A.**

## 2. Bribery / Corruption

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- 2.1. **Subject Persons** acting on behalf of or representing the **Group** must never, direct or indirectly, offer, promise, pay, give, request, agree to receive, accept or authorize any payment or gift of anything of value that is intended to induce or persuade any person to provide undue benefits or take action in violation of law or duty, or in violation of this Policy.
- 2.2. **Subject Persons** acting on behalf of or representing the **Group** must never offer, promise, pay, give or authorize (directly or indirectly) any payment or gift of anything of value to a Government Official (directly or indirectly), to a representative of a political party or a private party, in consideration of their office or position or, in order to influence that person for any reason, to perform, refrain from performing or default on the performance of, any action within their authorities or powers, including, without limitation, to obtain or retain business, gain a business advantage or avoid a disadvantage, or as an inducement or reward for violating a duty of good faith, failing to act impartially or breaching a duty of trust. Any of the above actions is considered a violation of this policy, regardless of whether the end result is accomplished.
- 2.3. Examples of bribery and corruption include:
  - i. offering, promising, giving or agreeing to give a payment or anything of value (including hospitality) to an individual or organization with the intention of securing a more favorable price in contract negotiations.
  - ii. offering, promising, giving or agreeing to give a payment or anything of value (including hospitality) to an individual or organization which results in the award of a contract to the **Group**;
  - iii. offering, promising, giving or agreeing to give a payment or anything of value (including hospitality) which, directly or indirectly, influences a Government Official in the context of contract awards, license approvals or renewals, judgements, inspections, investigations,

public services, or in any other context whatsoever relating to the authorities or powers of the Government Official;

- iv. requesting, accepting or agreeing to receive a payment or anything of value (including hospitality) in return for awarding a contract to a supplier;
- v. frustrating or defrauding, through undue adjustment, collusion or other means, the fair competition within bidding procedures;
- vi. hindering activities of investigation or inspection carried out by Governmental officials by concealing information or providing false information or intervening in their activities, including within the scope of regulatory agencies.

2.4. The above is not an exhaustive list, and any of these situations should be analyzed in the framework of the context and the particular situation in which the **Group** and **Subject Persons** are involved.

2.5. **Subject Persons** acting on behalf of or representing the **Group** must not make, directly, direct or indirectly, Facilitation Payments. Examples include:

- i. payments to local officials to expedite routine license issuances or renewals;
- ii. payments to local officials to expedite routine construction permits; and
- iii. payments to local officials to expedite the provision of power, water or other public utilities.

2.6. Facilitation Payments do not include legitimate documented fees, expenses or duties paid to government entities, such as license application fees paid to the Municipality.

2.7. If a Government Official requests a Facilitation Payment, you must politely refuse and explain that the **Group** does not involve in such payments. The request for payment must be immediately reported to your direct manager and to the Compliance Officer or its representative.

2.8. The **Group** and **Subject Persons** do not pay, and must never, direct or indirectly, accept, kickbacks. All staff must avoid any activity that might lead to or suggest that a kickback will be made or accepted by the **Group**.

### 3. Gifts and hospitality

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3.1. Occasional gifts and hospitality are an accepted and acceptable means of assisting in establishing and developing business relationships and enhancing the **Group's** professional image in the business community in which it operates.

- 3.2. However, **Subject Persons** acting on behalf of or representing the **Group** should never offer, promise, give, request, agree to receive, accept or authorize gifts and hospitality (directly or indirectly) that could inappropriately influence or appear to influence business decisions, induce the recipient to perform their functions improperly or influence Government Officials with respect to granting business or approvals.
- 3.3. Gifts and hospitality must always be kept to reasonable and proportionate levels in terms of both value and frequency, respecting the exceptions of this policy, and the individual and specific rules of each country.
- 3.4. In considering whether a gift or hospitality is appropriate, you should take account of the following factors:
- 3.5. The value of the gift or hospitality:
  - i. must not be lavish or demonstrably out of the ordinary – you should take into account not just the monetary cost but the value of the gift or hospitality to the recipient;
  - ii. must not be inconsistent with lawful and accepted business practice in the country or region concerned (but note that the fact that it is in line with local accepted business practice does not of itself make it permissible);
  - iii. must be proportionate to the seniority of the individuals involved;
  - iv. must have compatible value with market standards observed in similar services or under the same conditions of those offered to other parties; and
  - v. must not characterize personal benefit instead of institutional.
  - vi. must be in compliance with all applicable laws and regulations.
- 3.6. The gift or hospitality must not be intended to influence the recipient’s objectivity in order to retain or obtain business, i.e. there should be no expectation of something in return. In the case of hospitality, there should be substantial business-related discussions during or surrounding the event.
- 3.7. The timing of the gift or hospitality should not coincide with periods when suppliers or clients (private entities) are involved in tenders or contract negotiations with the **Group**.
- 3.8. Gifts or hospitality should not be offered, promised, made, requested or accepted from the same organization or individual on a regular basis (which could give rise to an actual or perceived cumulative effect of inducing the recipient to act improperly).
- 3.9. Gifts or hospitality are given openly and not in secret and appropriately recorded in the **Group’s** books and records.

3.10. The gift must not be in cash or cash equivalents, such as checks, gold coins and gift cards.

3.11. Prior approval must be obtained from the Group's Compliance Officer before:

- i. offering, promising, paying, giving or authorizing any gifts or hospitality to Government Officials or their family members; on which occasion the rules and legislation of each country will be observed, or
- ii. offering, promising, paying, giving, requesting, agreeing to receive, accepting or authorizing gifts or hospitality to or from any other individual or organization which exceed the financial limit set by your local office (see Annex B).

3.11.1. Approval can be sought by submitting a Gifts / Hospitality Declaration Form (available from your direct manager) to the **Group's** Chief Compliance Officer. Pre-approval must be documented by the **Group's** Chief Compliance Officer (or other officer authorized by the **Group's** Chief Compliance Officer or Chief General Counsel) in the **Group's** Gift / Hospitality Register.

3.12. Where it is necessary to decline a gift or offer of hospitality, do so carefully and sensitively to avoid causing offence to the individual or organization offering the gift or hospitality.

3.13. This Policy is not meant to prohibit the following practices, provided they are permitted by local law and are in accordance with paragraphs 3.2 to 3.5 above:

3.14. giving small, low-value, branded gifts (such as calendars and pens) on occasion;

3.15. a routine lunch with a client or supplier to discuss the business relationship with them;

3.16. proportionate and occasional corporate hospitality offered to clients for the purpose of building business relationships or for other bona fide commercial reasons;

3.17. giving low-value gifts on religious or other public holidays or special occasions of a personal nature (e.g. engagement, wedding or childbirth) or professional nature (e.g. obtaining a degree or commencing operations at new premises);

3.18. giving approved and appropriate donations and financial support as part of the Group's corporate social responsibility program (albeit such donations should be subject to due diligence to ensure their legitimacy); and

## 4. Political and charitable donations

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4.1. Donations can sometimes be used as a cover for acts of corruption. As such donations to charitable Groups, organizations or causes from the **Group's** of Actis's funds, in the **Group's** name or in connection with the **Group** in any respect require prior approval from

the **Group's** Compliance Officer. Any such approval must be documented by the **Group's Compliance Officer** (or other officer authorized by the Group's Compliance Officer).

- 4.2. In order to make donations, the **Group** must be appropriately recorded, and be comply with the following requirements:
- a) Prior to making a donation, the Group must carry out a due diligence procedure in order to clarify any circumstances that could affect the Group and jeopardize compliance with its internal regulations (i.e., if the grantee has been investigated or sanctioned for corruption or money laundering, potential conflict of interest, etc.).
  - b) Only authorize donations to duly registered associations or public entities when there is an official donation program.
  - c) Obtain a receipt and/records/or invoice from the organization or entity to which the donation is delivered. The receipt and/or invoice must specify the purpose of the donation, the program used and a detailed description of the donated item.
  - d) Follow up with the grantee to ensure the donation is use for the agreed purposes.
- 4.3. Donations to political campaigns, political parties, party officials, political candidates or public international organizations from the Group's funds, in the Group's name or in connection with the Group in any respect are prohibited.

## 5. Prohibition of Other Illegal Practices

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- 5.1. Employees and Third Parties – The **Subject Person** acting on behalf of or in the representation of the **Group** or maintaining a business relationship with the **Group** are prohibited from the following conducts:
- a) **Unlawful participation in administrative proceedings:** it consists of acts or omissions to participate in administrative proceedings, whether federal, local, or municipal, notwithstanding that by the provision of law or resolution of the competent authority is prevented or disqualified for that purpose. Likewise, when an individual intervenes on his behalf but in the interest of other individuals who are prevented or disqualified from participating in administrative proceedings.
  - b) **Influence peddling:** using influence, economic or political power real or fictitious, over any public official to obtain a benefit or advantage, or to cause harm to any individual or the public official, regardless of the achievement of the result sought.



- c) **Misuse of public resources:** to appropriate, misuse, or deviate public, material, human, or financial resources from the purpose for which they were intended. As well as any circumstance in which such resources are handled, received, administered or accessed.
- d) **Improper hiring of former public officials:** hiring a person who served as a public official during the previous year, who possesses privileged information directly acquired because of his/her employment, position, or commission in the public service, and directly allows the contractor to benefit in the market or place himself in an advantageous situation compared to his competitors

## 6. Third parties

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- 6.1. Under many anti-bribery and corruption laws, the **Group** is liable for unlawful payments made by organizations or individuals that perform services, directly or indirectly, with their intervention or on their behalf, interest or benefit. Third Parties that have any interaction with government officials or government, political or state-owned, present a higher level of risk in this regard.
- 6.2. For this reason, before engaging a Third Party to provide services for or services with the intervention of, or on behalf, interest or benefit of the **Group**, it is necessary to:
  - i. understand the need and nature of the proposed relationship and the risks related to the Third Party's business in order to assess the level of due diligence required.
  - ii. perform due diligence on the Third Party that is proportionate to the identified risks (**see Annex C**).
  - iii. consider how to deal with any red flags identified by the due diligence and whether the proposed business activity can proceed.
  - iv. communicate the **Group's** anti-bribery and corruption principles to the Third Party and require the Third Party to demonstrate or adopt the same principles.
- 6.3. When an existing or prospective relationship with a Third Party or Government Official raises a red flag, one must inform their manager. Their manager must submit a report to the **Group's** Compliance Officer detailing the unusual or suspicious behaviour or activity.
- 6.4. The Group's Compliance Officer will review all such reports and respond to the relevant Employee (and their manager if appropriate) with guidance on what action should be taken and whether the relationship can proceed or continue.
- 6.5. The Compliance Officer will consult with external legal counsel as needed to decide on the most appropriate course of action consistent with the requirements and intent of this Policy. This may involve initiating investigations.

- 6.6. It is the Employee's and their manager's responsibility to provide updates to the Compliance Officer as and when new information about the reported red flag becomes known, such as the involvement of additional parties. The Compliance Officer may amend or revoke a prior recommendation with respect to a transaction or business relationship based on the updated information.
- 6.7. Individuals with managerial roles in each of the **Group's** business units, which engage with Third Parties, are responsible for:
- i. considering whether anti-bribery training should be provided to Third Parties with which the **Group** has a relationship;
  - ii. ensuring that appropriate contractual terms (addressing compliance standards) are included in contracts with Third Parties;
  - iii. ensuring that remuneration of Third Parties is appropriate and justifiable, and made through normal banking channels; and
  - iv. monitoring existing ThirdParty relationships, including verifying that invoices are supported, reasonable and consistent within agreed terms and the work performed, and (where appropriate) joining Third Parties in higher risk activities (e.g. higher risk governmental interaction).

## 7. Books and records

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- 7.1. The **Group's** policy for making and keeping books, records and accounts that accurately reflect all payments, gifts, expenses and transactions are set out in the Group's Code of Conduct.
- 7.2. All Employees are responsible for completely and accurately recording expenses and payments to Third Parties so that the business purpose, value and recipient are clear.
- 7.3. Undocumented payments are strictly prohibited, and false or misleading entries must never be made in the Group's books and records for any reason. No payment shall be approved or made with the express or implied agreement or intent that any part of it is to be used for any purpose other than that described by the documents supporting the payment. In the event that the supplier or service provider does not issue an invoice, and such practice is acceptable in the country or region concerned given the nature and value of the transaction (e.g. services provided by janitors, drivers, movers, or guards that are not employed by the Group), the related expenses must be recorded accurately in the Group's books and records.

## 8. Conflicts of interest

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- 8.1. A conflict of interest can occur when your private interests affect (or have the potential to affect) the decisions you make at work. It can be difficult to make decisions impartially when this happens. A possible consequence is that your private interests undermine or adversely affect the interests of the **Group**.
- 8.2. Conflicts of interest can have various negative impacts on the **Group**. They can lead to unfair treatment of current and potential employees, suppliers and other business partners. Other effects include paying higher prices, receiving lower quality goods or services, and sustaining reputational damage. If a conflict of interest is not managed, it has the potential to evolve into a form of corruption, which can lead to severe penalties for you and the **Group**. Some conflicts of interest cannot be managed and must be avoided altogether.
- 8.3. We expect our employees to act in the best interest of the **Group** by avoiding real or perceived conflicts of interests. Remember, even if you do not have an actual or potential conflict of interest, it can still be perceived as such. A perceived conflict of interest can be just as damaging as an actual one. As such, all employees must:
- 8.4. Disclose any potential or existing conflicts of interest to Compliance so they can be managed to protect yourself and the **Group**. This can be done by sending an email to your Compliance Officer, your superior who should forward it to the Compliance Officer, or to the legal department, with all the appropriate documentation and information.
- 8.5. Refrain from acting until you discuss with Compliance how to manage the conflict of interest and, if necessary, remove yourself from the decision-making process.
- 8.6. Seek advice or ask questions to your manager or to Compliance if you have any questions or believe that there are other conflicts of interest in the Company.

## 9. Reporting and communicating concerns

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- 9.1. It is the overall responsibility of Employees or Directors to report potential and actual compliance violations by Employees or Third Parties. All Employees and Third Parties are encouraged to communicate any concerns relating to anti-bribery compliance to their manager, the **Group's** Compliance Officer, or the **Group's** Employee Relations Manager (as appropriate).
- 9.2. If you so wish, you may also use the Group's dedicated Speak-up/Whistleblower mechanism by which you can report concerns confidentially.
- 9.3. The **Group's** Compliance Officer will investigate all substantiated reports of suspected bribery or integrity issues and will liaise with relevant local and **Group** management as

appropriate. Recommended actions will be taken in light of the outcome of the investigation, including sanctions and disciplinary steps and sanctions where appropriate and consideration of whether any relevant authorities should be informed.

- 9.4. The **Group** is committed to promoting a culture of openness and transparency and supporting raise concerns in good faith related to suspected or actual misconduct. As such, retaliation for speaking up, through any channel, is prohibited.
- 9.5. Situations in which Employees deliberately fail to report a violation, or suspected violation as required, or fails to co-operate with an investigation into an actual or potential violation, may indicate a breach of trust and lack of good faith in the employment relation.
- 9.6. All Employees and third parties undertake to make their reports responsibly and well-founded. The whistleblower should provide a detailed description of the facts on which it is based, especially the date, time, place, and manner in which he/she became aware of the facts and persons involved.

## 10. Training and monitoring

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- 10.1. Training on this Policy will be provided at each new Employee's induction and through periodic training for all Employees. Every **Subject Person** shall be required to confirm annually that they have read, understood and adhere to this **Anti-Corruption and Bribery Policy**.
- 10.2. Training will be tailored to take into account geographical location, role and seniority of Employees. This Policy and training resources are available from the Group's main offices in each of the countries in which it operates and will be available on the **Group's** intranet once established.
- 10.3. The **Group's** Compliance Officer, with assistance from local management, is responsible for ensuring that all Employees receive appropriate training on this Policy and for periodically reviewing the training program.
- 10.4. All Employees with supervisory or management duties in each of the Group's business units are also responsible for implementing the provisions of this Policy to help prevent violations. They must ensure that the Employees under their direction or control are familiar with and apply the provisions of this Policy.

## 11. Disciplinary action

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- 11.1. Disciplinary action may be taken not only against those who authorize or participate directly in a violation of anti-bribery laws or this Policy, but also against:

- i. any individual who deliberately withholds material and relevant information concerning a violation; and
- ii. any offender's supervisor or manager, to the extent there was a lack of leadership, oversight, supervision or diligence.

11.2. Once the investigation is concluded, the Compliance Officer and the Board of Directors shall determine the applicable sanction taking into account the following factors:

- i. Seriousness of the fact and/or conduct.
- ii. Hierarchy of the offender.
- iii. Recidivism of the offender, if applicable.
- iv. Violation of any law or regulation in force.
- v. Economic and reputational damage caused to the Company and/or any other individual directly or Group related to it.

11.3. The sanction determined may consist of one or more of the following:

- a) Verbal warning.
- b) Sanction Report.
- c) Administrative Report.
- d) Termination of the employment relationship.
- e) Complaint before the corresponding authorities.

11.4. For sanctions applied to Third parties, they shall be assessed and imposed according to the seriousness of the breach and the interaction of the third party with the Group.

## 12. Responsible party and oversight

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12.1. The **Group** has appointed an appropriately qualified and experienced anti-corruption officer (the "Compliance Officer") to oversee the monitoring and implementation of and adherence to this **Anti-Corruption and Bribery Policy**. Regional compliance officers, if applicable, will be elected and properly publicized through the company's communication channels.

12.2. On a quarterly basis, the Compliance Officer(s) will present a compliance report to the Audit Committee which summarizes the reported compliance issues, the status of the investigations into each and any action taken or proposed in response.

## 13. Questions and Support

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- 13.1. For further information on this Policy, or if you have any questions or concerns about anything raised in this policy, please contact your manager or Compliance Officer.
- 13.2. Employees are encouraged to refer to this Policy or ask questions of their manager or the Compliance Officer if any compliance-related issues or uncertainties arise in the course of the Employee's work.
- 13.3. The Policy regarding Anticorruption was approved by the C-Level Directors of NextStream on 10/06/2024 and by NextStream Board of Director on the meeting held on 11/06/2024.
- 13.4. On taking effect this Policy supersedes any other internal policies on this subject that may have been in place up to now. This document will be suitably circulated over NextStream Group's customary channels of communication.

## ANNEX A

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### DEFINITIONS

**Bribe:** the offering, promising, giving, accepting or soliciting of an advantage as an inducement for an action which is illegal or even legal, unethical or a breach of trust. Inducements can take the form of money, gifts, loans, fees, rewards or other advantages (taxes, services, donations, favours, job opportunities, etc.). By the means of this Policy, Bribe is any action intended to (i) encourage anyone to perform and act contrary to or within his or her duties or to delay such an act without cause or; (ii) seek to unlawfully influence a person's impartiality by using a personal relationship to try to obtain a decision favorable to or an improper benefit or advantage for the person proffering the bribe;

**Corruption:** the misuse of entrusted power for undue private gain. Bribery is a type of corruption.

**Object of value:** The term "object of value" should be understood extensively, (i.e., not limited to cash). Also considered "objects of value" are, among others, gifts, entertainment donations, travel expenses, meals, theater or movie tickets, tickets to sports events, travel, hospitality, favors, job offers, and, in general, any other object or benefit with a tangible or intangible value.

**Corruption:** the abuse of entrusted power for private gain

**Due diligence:** checks performed on companies or individuals to ascertain their identity, risk profile, track record, ethical behavior and reputation. The level of due diligence will depend on the business area and jurisdiction in which the party operates.

**Subject Person:** individuals employed (whether full or part time) by the **Group** and includes officers and directors, Third parties, or any person subject to this policy

**Facilitation Payments:** small payments made to any Government Official (usually low-ranking) for the sole or predominant purpose of securing or expediting the performance of a routine government action to which the payer has a legal or other entitlement, and include any payment or gift made to a third party or institution if demanded by such an Official; in other words these are small payments often made to low-ranking Government Officials that are made to speed up routine government actions to which the payer is legally entitled in any event

**Kickbacks:** Kickbacks are typically payments made in return for a business favor or advantage and are often disguised by improperly inflating a contract price or invoice. All staff must avoid any activity that might lead to or suggest that a kickback will be made or accepted by us. Kickbacks are typically payments made in return for a business favor or advantage, and are often disguised by improperly inflating a contract price or invoice. They are more common in procurement activities.

**Government Official:** (i) any official, employee or representative of, or any other person acting in an official capacity for or on behalf of, any (A) Government (including, but not limited to, someone

who holds a legislative, administrative or judicial position of any kind, whether appointed or elected), (B) political party, party official or political candidate, or (C) any official, employee or representative of a public international organization; (ii) any person who exercises a public function for or on behalf of a country or for any public agency or enterprise of (or under the control or supervision of) that country, or (iii) any person that may qualify as government official under applicable laws and regulations or (A person does not cease to be a Government Official by purporting to act in a private capacity.

By way of example, for the purposes of this Policy a Government Official is considered to include:

Employees and executives of any wholly or partially government-owned enterprise;

Candidates for public office or members of political parties, including persons employed by or acting on behalf of political parties and the persons referred to above;

Advisers appointed by authorities and officials in similar positions that do not require confirmation;

Officials connected with trade unions or who are direct relatives of public officials; also considered for the purposes of this policy are any relative, spouse, children or person related to or who may have influence over any public official or employee

**Politically-exposed Party (PEP):** PEPs are generally defined in local law, but usually includes a person who holds or has been entrusted with a prominent public function within the last five years, such as a senior political figure or a person with access to confidential government data, as well as the close relatives and business associates of such person. In some places, we have to look at the period in which people, even if they are out of office, are still considered possible influencers.

**Money Laundering:** It is the process through which the origin of funds generated through the exercise of some illegal or criminal activities is concealed (e.g. drug trafficking or narcotics, weapons smuggling, corruption, embezzlement, white collar crimes, extortion, kidnapping, piracy, etc). The objective of the operation, which is generally carried out at several levels, is to make the funds or assets obtained through illicit activities appear as the fruit of legitimate activities and circulate without problem in the financial system.

**Third Party:** external organization or individual who performs, or will perform, services for, with the intervention of, or on behalf, interest or benefit of, the **Group**, or with whom the **Group** has, or will have, a partnership. This includes, without limitation, agents, representatives, consultants, lobbyists, distributors, vendors, service providers, joint venture partners, customers, and any person engaged or instructed by the **Group** to deal with any Government Official or to obtain government approvals.

**Tone at the Top:** consistent and clear commitment from the Board of Directors with the Compliance program at NextStream.



## ANNEX B

### GIFT AND HOSPITALITY VALUE THRESHOLDS

Place of giving / receipt of / hospitality	Value of gifts that requires pre-approval (£ or equivalent in local currency)	Value of hospitality that requires pre-approval (£ or equivalent in local currency)
España	€100	€300
Brasil	R\$ 300,00	R\$ 550,00
Argentina	\$50	\$100
Mexico	\$50	\$100
Peru	\$50	\$100
Chile	CLP\$50.000	CLP\$120.000
United Estates	\$50	\$100

*Please note that any gifts or hospitality (regardless of value) to be offered to Government Officials or for charitable purposes must be pre-approved in accordance with this Policy.*

## ANNEX C

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### THIRD PARTY DUE DILIGENCE

#### 1. *Risk assessment*

1.1. A risk assessment must be performed on all Third Parties prior to engagement. The risk assessment should consider:

- i. the Third Party's ultimate owner, beneficiary and controller;
- ii. whether the Third Party or any of its directors have any existing or pending bribery-related investigations or litigation against them;
- iii. whether there are any reputational issues, press reports or similar which raise questions about the Third Party's integrity;
- iv. whether the Third Party has a track record of successfully performing the services for which they will be retained by the **Group**;
- v. whether the Third Party was referred by a Government Official or someone connected with government business;
- vi. whether the Third Party has a Government Official as an employee and they work at the government entity related to the services requested;
- vii. whether the remuneration level and proposed terms of payment are consistent with the market value/standard of the services to be performed;
- viii. whether payment will be made into a bank account in a different country to that of the registered office of the Third Party; and
- ix. whether there have been any requests for cash payments or payments that would not be covered by the main agreement.
- x. The completed risk assessment must be documented and provided to management within the Procurement, Sales or Finance team, as appropriate, for their review.

#### 2. *Due diligence*

2.1. A Third Party should be assessed considering based on the above risk assessment and any red flags identified Contracting may proceed if the **Group's** Compliance Officer is satisfied that the risks, including any red flags, as determined in the policies on the subject, and in this Policy in **Annex D**, have been resolved or can be satisfactorily managed. Any Third

Party could remain in monitoring purposes in accordance if the **Group's** Compliance Officer identify as a potential risk.

### **3. Contractual protection**

- 3.1. No agreement may be entered into with, or payments made to, a Third Party without a written contract in place which describes the services to be provided and the agreed remuneration (including details of any commission arrangement), except for those pre-approved by the Procurement Policy.
- 3.2. All agreements, especially those with Third Parties who will interact with government officials or government, political or state-owned entities, should have an antibribery and antimoney laundering clause.

## ANNEX D

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### 1. *Red flags*

- 1.1. The following are examples of the most common red flags that may suggest a heightened risk of improper conduct by Third Parties:
- 1.2. The offer, promise or provision of any payment or anything else of value, to you, another Employee, Government Official, political party, or Third Party, in each case without a clear legal and business justification and documentation of appropriateness.
- 1.3. Request for payment that is: (i) disproportionately large given the nature of the Third Party's role or service provided; or (ii) made to several Third Parties performing the same task.
- 1.4. The Third Party is unable to provide appropriate explanation and evidence of their qualifications, the services they render or their track-record (or the qualifications are simply contacts or influence within a government or with Government Officials).
- 1.5. The Third Party has substantial business or close personal relationships with senior Government Officials or has been recommended by a Government Official or has a Government Official as an employee.
- 1.6. The Third Party refuses to disclose adequate information about its ownership, personnel or business, or fails to respond adequately to other due diligence.
- 1.7. The Third Party wishes to keep the representation a secret.
- 1.8. The Third Party has a history or pattern of unreliable or inaccurate statements, or of prior improper conduct.
- 1.9. The Third party suggests ways to circumvent anti-bribery laws or corporate compliance policies to achieve a desired result or refuses to implement reasonable and customary compliance measures.
- 1.10. Payments (or requests for payment) made in cash (unless de minimis) or to shell companies, advance payments in relation to sales, post-dated or back-dated invoices, or any other unusual payment related practices or requests, in each case without clear business justification and documentation.
- 1.11. The Third Party resides outside the country in which the services are to be rendered or is based in a tax haven or in a country with a reputation for corruption.

- 1.12. The Third Party is based in a high risk jurisdiction (i.e. where there is a history of bribery or corruption, or where the legal and regulation systems are still developing).
- 1.13. The Third Party has been convicted or charged or investigated with violations of local or foreign laws related to bribery and corruption, or the award of government contracts; or there are public allegations on such violations.
- 1.14. The existence of red flags does not necessarily mean that a bribery offence has been committed. However, they require further investigation and so must be reported.