

Anti-Bribery and Anti-Corruption Policy

PENTOPAK HOLDING LTD

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1. INTRODUCTION

This Anti-Bribery and Anti-Corruption Policy (“Policy”) forms an integral part of the Compliance and Corporate Governance Framework of Pentopak Holding Ltd. (the “Company”), incorporated in the Republic of Cyprus.

The Company is committed to conducting all of its business activities with the highest standards of integrity, transparency, and accountability. We adopt a zero-tolerance approach to bribery, corruption, or any form of unethical business conduct.

This Policy ensures compliance with:

- The Prevention of Corruption Law, Cap. 161 of Cyprus (as amended);
- The Cyprus Penal Code (Cap. 154);
- Relevant provisions of the Cyprus Companies Law, Cap. 113;
- EU anti-corruption legislation and directives, including Directive (EU) 2017/1371 on the fight against fraud affecting the Union’s financial interests;
- International standards, including the UK Bribery Act 2010 and the U.S. Foreign Corrupt Practices Act (FCPA), where applicable to cross-border transactions.

This Policy applies to all directors, officers, employees, consultants, contractors, suppliers, intermediaries, and joint-venture partners acting on behalf of the Company.

2. OBJECTIVES

The objectives of this Policy are to:

- Prevent bribery, corruption, and conflicts of interest in all areas of the Company’s operations.
- Protect the Company’s reputation and maintain trust with regulators, shareholders, clients, and business partners.
- Provide clear guidance to employees and associated persons on identifying and avoiding bribery risks.
- Ensure compliance with all applicable legal and regulatory requirements under Cypriot and international law.
- Promote a culture of ethical decision-making, personal responsibility, and accountability.

3. PROHIBITED CONDUCT

3.1 Bribery

It is strictly prohibited to:

- Offer, promise, give, solicit, or accept any financial or non-financial advantage with the intent to improperly influence a business outcome.
- Engage in any form of kickback, secret commission, or disguised payment.
- Use third parties, intermediaries, or consultants as channels for bribery or corrupt practices.

3.2 Facilitation Payments

The Company prohibits facilitation payments (i.e., unofficial payments made to secure or expedite routine government actions). Such payments are illegal under Cyprus law and may expose both the individual and the Company to liability.

3.3 Gifts, Entertainment, and Hospitality

Gifts and hospitality are permitted only where they are:

- Reasonable, proportionate, and of modest value;
- Given transparently and in good faith, without intent to improperly influence a decision;
- Compliant with Cyprus law and Company approval procedures. All gifts or hospitality exceeding a value threshold of EUR 150 must be declared to the Compliance Officer and pre-approved in writing.

3.4 Political and Charitable Contributions

- Political donations on behalf of the Company are strictly prohibited.
- Charitable contributions may only be made with prior approval from the Compliance Officer, ensuring they are not used as a cover for bribery.

4. RISK ASSESSMENT AND CONTROLS

4.1 Business Sector and Jurisdiction Risks

- Special vigilance is required in high-risk sectors (e.g., procurement, construction, extractives, or dealings with state-owned enterprises).
- Enhanced due diligence is required for operations in jurisdictions with low Transparency International CPI scores.

4.2 Third-Party Due Diligence

- All third-party intermediaries (agents, consultants, distributors, vendors, joint-venture partners) must undergo background checks.
- Contracts with third parties must include anti-bribery and compliance clauses.

4.3 Employee Exposure and Controls

- Employees in high-risk roles (procurement, sales, government relations) are subject to enhanced monitoring and annual training.
- Internal audit and compliance teams conduct periodic risk reviews.

5. REPORTING AND INVESTIGATION

5.1 Reporting Channels

All employees and third parties are encouraged — and obliged — to report suspected or actual bribery. Reports can be made via:

- Email: compliance@afinvestment.com.cy
- Anonymous reporting channel (secure online platform available internally)
- Directly to the Compliance Officer or senior management

5.2 Investigation Process

- All reports are logged, investigated promptly, and treated confidentially.
- Retaliation against whistleblowers is strictly prohibited.
- Confirmed breaches will result in:
 - Disciplinary measures (up to dismissal)
 - Contract termination (for third parties)
 - Possible reporting to the Cyprus Police Anti-Corruption Unit, the Attorney General's Office, or relevant regulators.

6. TRAINING AND AWARENESS

- Mandatory induction training for all new employees.
- Annual refresher training for all staff, tailored to role and risk level.
- Targeted workshops for high-risk functions (procurement, finance, client-facing roles).
- Circulation of regular compliance updates, case studies, and reminders.

7. MONITORING, AUDIT, AND REVIEW

- The Compliance Officer and Internal Audit team will monitor implementation of this Policy.
- The Policy will be reviewed annually or upon significant regulatory changes.
- Updates will be approved by the Board of Directors of A-F Investment Ltd.

8. CONSEQUENCES OF NON-COMPLIANCE

Violations of this Policy may result in:

- Internal disciplinary action (up to termination of employment/contract).
- Civil and criminal liability under Cypriot law.
- Significant fines and imprisonment for individuals under Cap. 161 and Cap. 154.
- Reputational damage and exclusion from tenders, contracts, or partnerships.