

# Anti-Corruption Policy

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## INTRODUCTION

### 1. OVERVIEW

As described in Yanolja and all affiliated companies' Code of Business Conduct and Ethics (*Yanolja Group Code of Conduct, "Y-CoC"*), Yanolja Co., Ltd. And all affiliated companies that are consolidated in the financial statement (collectively, "*Yanolja Group*" or "*the Company*") shall conduct its businesses ethically, honestly and with integrity. The Company hereby establishes this Anti-Corruption Policy (the "*Policy*"), which is subordinate to the Y-CoC, to fully comply with all applicable laws, regulations and agency-issued guidance, especially those relating to anti-bribery and anti-corruption laws ("*ABC Laws*") as all directors, officers and employees of Yanolja Group (each a "*Employee*") are required to comply with this Policy.

### 2. PURPOSE AND SCOPE

This Policy outlines the conduct expected of all Employees to assist in the Company's compliance with the applicable ABC Laws. This Policy is intended to help Employee recognize and report bribery and corruption issues when they arise, avoid conduct that violates the applicable ABC Laws, and promptly contact the Compliance Department of Yanolja Co., Ltd. (the "*Compliance Department*") when one needs clarification and guidance on potential issues.

As further explained below, the consequences of failing to comply with this Policy and the applicable ABC Laws are potentially severe for Yanolja Group and Employee. Accordingly, Yanolja Group applies "Zero Tolerance" policy for violation of this Policy and the applicable ABC Laws, and it is essential that each Employee carefully review and abide by the principles set forth herein.

### 3. COMPLIANCE WITH ANTI-BRIBERY & ANTI-CORRUPTION LAWS

Yanolja Group strictly follows all ABC Laws applicable in countries where we do business. These laws prohibit the bribery of government officials and private bribery between commercial parties. Under some statutes, such as the United States Foreign Corrupt Practices Act of 1977, as amended, the United Kingdom Bribery Act of 2010, and the Republic of Korea Improper Solicitation and Graft Act (further described in Y-CoC, Section 3. International Business Laws, "*Anti-Graft Act*"), giving any Economic Benefit to a government official or a business partner to obtain or retain business or

to seek favorable treatment is a criminal act subject to prosecution and conviction.

- **Foreign Corrupt Practices Act (FCPA)**

FCPA is the primary anti-corruption law in the United States. This Act was enacted for the purpose of making it unlawful for certain classes of persons and entities to make payments to non-U.S. government officials to assist in obtaining or retaining business. The anti-bribery provisions prohibit specifically the willful use of the mails or any means of instrumentality of interstate commerce corruptly in furtherance of any offer, payment, promise to pay, or authorization of the payment of money or anything of value to any person, while knowing that all or a portion of such money or thing of value will be offered, given or promised, directly or indirectly, to a foreign official to influence the foreign official in his or her official capacity, induce the foreign official to do or omit to do an act in violation of his or her lawful duty, or to secure any improper advantage in order to assist in obtaining or retaining business for or with, or directing business to, any person. The anti-bribery provisions of the FCPA applies to all U.S. persons and certain foreign issuers of securities, and it also applies to foreign firms and persons who cause, directly or through agents, an act in furtherance of such a corrupt payment to take place within the territory of the United States. In other words, a foreign company or foreigner who does not live in the United States, could be penalized by FCPA, in case of giving bribery to government officials via the U.S. telecommunications network, or bank computer network, etc.

The FCPA also requires companies whose securities are listed in the United States to meet its accounting provisions. These accounting provisions, which operate in tandem with the anti-bribery provisions of the FCPA, require corporations to (a) make and keep books and records that accurately and fairly reflect the transactions of the corporation and (b) devise and maintain an adequate system of internal accounting controls.

- **United Kingdom Bribery Act (UKBA)**

The UKBA is the primary anti-corruption law in the United Kingdom. The UKBA has important implications for foreign companies that do business in the U.K. as it grants the U.K. government extraterritorial jurisdiction to pursue offenses committed abroad by persons with a “close connection” to the U.K., as that term is defined in the Act. Specifically, the corporate offense set out in Section 7 of failure to prevent bribery in the course of business applies to any relevant commercial organization incorporated under the law of the U.K. (or U.K. registered partnership) and any overseas entity that carries on a business or part of a business in the U.K.

For example, a foreign company which carries on any part of its business in the U.K. could be prosecuted for failure to prevent bribery even where the bribery takes place wholly outside the U.K. and the benefit or advantage to the company is intended to accrue outside the U.K. The UKBA does not define what constitutes “part of a business”, so Yanolja Group should exercise caution until this is clarified in the law courts. A representative office or U.K. agent may be sufficient to engage the Act, and the company’s only statutory defense would be to prove the existence of adequate systems and controls.

To be clear, compliance with the FCPA does not ensure compliance with the UKBA because they differ in several respects.

- **Anti-Graft Act in Korea**

The Anti-Graft Act became effective on September 28, 2016. There are two key aspects of the Anti-Graft Act: (i) prohibition of providing money or valuables to a “Public Official” and (ii) prohibition of making improper requests to a “Public Official.” “Public Official” includes not only national and local government officials, but also: (i) officers and employees of public institutions or public service-related organizations; (ii) officers or employees of educational institutions, (iii) faculty or staff of schools; and (iv) journalists and other employees of media.

The Enforcement Decree to the Anti-Graft Act sets forth a list of exceptions under which payment or benefits may be provided to Public Officials. For example, meals up to KRW 50,000, gifts up to KRW 50,000, cash gifts for weddings or funerals up to KRW 50,000 (except that if flowers are given for weddings or funerals, the value of the flowers may be up to KRW 100,000) are permitted if they were provided for the purpose of facilitating the recipient’s performance of his/her duties, social courtesy or condolatory/congratulatory events (i.e., weddings, funerals). However, if the payment or benefit was provided to a Public Official in connection with a specific pending agenda, it may be in violation of the Anti-Graft Act.

The Anti-Graft Act also prohibits making an “improper request” directly for oneself or on behalf of another person to a Public Official to perform his/her duties in violation of law or beyond his/her power or authority, irrespective of whether such request involves any payment or provision of benefits. Specifically, 14 examples of improper requests are set forth in the law. Key examples include: (i) requesting to issue an approval or grant a license when applicable requirements have not been fully met; (ii) requesting to disclose confidential information held by the Public Official in connection with his work; (iii) requesting to overlook violations and inappropriately reduce sanctions; or (iv) requesting to inappropriately raise evaluation scores.

On the other hand, the Anti-Graft Act also sets forth seven examples of requests that are not considered improper. Key examples include: (i) asking to follow procedures prescribed under the laws and regulations; (ii) filing a civil complaint on behalf of one-self or another; (iii) requesting to process a task within the legally prescribed timeline; or (iv) requesting an explanation or interpretation of laws and regulations.

- **Other anti-corruption laws and regulations**

This Policy aims to also ensure the compliance with other applicable ABC Law in all jurisdictions where Yanolja Group conducts business, including, but not limited to, the OECD Anti-Bribery Convention, the Act on Combating Bribery of Foreign Public Officials in International Business Transactions of Korea, anti-corruption laws, regulations and clauses related to receiving bribery by breach of trust or occupational breach of trust under the Criminal Act of South Korea, and all other local anti-corruption laws and regulations.

If you are uncertain whether a particular act may be deemed a violation of this Policy or other applicable ABC Laws, immediately report to the Compliance Department.

## DEFINITIONS

The Key terms in the Policy are defined in the following table.

Terms	Definitions
<b>Business Purpose</b>	<p>Activities, conducts, or events undertaken with the primary intent of furthering, through ethical, legal, and legitimate means, Yanolja Group business and regulatory interests and affairs, including, but not limited to:</p> <ul style="list-style-type: none"> <li>• promotion, demonstration, or explanation of Y-Communities' products or services; and</li> <li>• negotiation and execution of contracts for the sale of Y-Communities' products or services as well as activities, conduct, or events required to support the foregoing (e.g., meetings between senior executives or contract negotiation teams)</li> </ul>
<b>Economic Benefits</b>	<p>Economic Benefits include, without limitation, tangible goods (e.g., souvenirs, memorabilia, Promotional Items, etc.), travel, entertainment, hospitalities (e.g., food and beverage consumed during business meetings or events), privileges (e.g., memberships), social activities (e.g., cultural and sporting events, golf, other forms of entertainment, etc.), or other benefits that might not be typically considered traditional business gifts. Economic Benefits may be offered and given if every one of the following criteria are satisfied:</p> <ul style="list-style-type: none"> <li>• Reasonable in value and frequency based on local custom and practice and status of the giver and the recipient;</li> <li>• Consistent with universally recognized forms of hospitality under local law and the policies/rules of the organization of the recipient;</li> <li>• Related to a stated Business purpose;</li> <li>• Offered and given openly and transparently; and</li> <li>• Not provided to a Government Official, where applicable, in connection with a specific pending agenda.</li> </ul>
<b>Cash</b>	<p>Cash may take following forms, in any amount:</p> <ul style="list-style-type: none"> <li>• legal currency or tender of any kind</li> <li>• cash equivalents (i.e., instruments and items) that are: <ul style="list-style-type: none"> <li>○ readily convertible to cash (e.g., checks, traveler's cheques, bearer instruments, notes, and similar instruments);</li> </ul> </li> </ul>

	<ul style="list-style-type: none"> <li>○ exchanged as de facto currency or as part of fungible exchange or re-gifting practices (e.g., tangible or intangible (digital) pre-paid gift/shopping cards or coupons); or</li> <li>○ securities (e.g., equity or debt instruments of any kind).</li> </ul>
Promotional Items	Stationary item packages with Yanolja Group Logo on it
Facilitation Payment	A small-value payment made to Government Official to expedite or facilitate non-discretionary governmental actions, such as issuing visas, processing permits, or ensuring the supply of utilities
Bribes	<p>Bribes are Economic Benefits authorized, offered, promised, provided or received, directly or indirectly, to improperly influence an official or business act, or to secure any improper advantage, on behalf of the giver. Bribes can take many different forms:</p> <ul style="list-style-type: none"> <li>• Gifts;</li> <li>• Cash and cash equivalents (including gift cards);</li> <li>• In-kind contributions and services;</li> <li>• Kickbacks;</li> <li>• Unofficial fee;</li> <li>• Entertainment, meals, travel;</li> <li>• Benefits for family members or friends;</li> <li>• Payment of medical expenses;</li> <li>• Secret commission;</li> <li>• Charitable contributions ;</li> <li>• Business, employment, internship, or investment opportunities;</li> <li>• The use of contract, purchase order or consulting agreement;</li> <li>• Personal favors; and</li> <li>• Other benefits or advantages</li> </ul> <p>To be clear, Bribes exclude Health and Safety Payments.</p>
Health and Safety Payments	Payment to Government Official to avoid the threat or risk of imminent physical harm or detention of an Employee or an Employee's family member.
Business Partner/	Business Partners refer to individuals not employed by the Company, as well as any entity not owned or controlled, even in part, by company that the Company retained or will retain to provide services or products to the Company and to engage in business

<b>Business Partners</b>	<p>activities with or on behalf of the Company. Business Partners include, but are not limited to, distributors, subcontractors, vendors, customs brokers, freight forwarders, sales agents, lobbyists, consultants, attorneys, accountants, regulatory intermediaries, and others.</p>
<b>Government Official</b>	<p>Government Official broadly refers to, but is not limited to:</p> <ul style="list-style-type: none"> <li>• Any officer or employee of any national, regional, local, or other government or any department, agency, or instrumentality of such a government, including any elected or appointed official, in any branch (executive, legislative, or judiciary);</li> <li>• Any officer or employee of a company or an enterprise owned or controlled by or performing a function of a government (e.g., national energy and transportation companies, healthcare providers, and state-owned telecommunications companies);</li> <li>• Any political party, political party official, or candidate for public office at any level;</li> <li>• Any officer or employee of a public international organization (e.g., the World Bank, the United Nations, and the International Monetary Fund);</li> <li>• Any member of a royal family or member of the military;</li> <li>• Any individual acting in an official capacity for or on behalf of any of the above categories (whether paid or unpaid); and</li> <li>• Any individual otherwise categorized as a government official under applicable local laws or Yanolja Group’s policies and procedures.</li> </ul>
<b>Public Official</b>	<p>Public Official, as that term is defined under the Anti-Graft Act of Republic of Korea, includes:</p> <ul style="list-style-type: none"> <li>• Any national or local government officials and employees of Republic of Korea;</li> <li>• Any officer or employee of a public service-related organization registered in the Republic of Korea;</li> <li>• Any person who serves on a government committee or who “performs a public function” as defined under Korean laws, respectively;</li> <li>• Any officer or employee of an educational institution in the Republic of Korea, including kindergarten, elementary school, middle school, high school, and university; and</li> <li>• Any officer or employee of a media registered in the Republic of Korea.</li> </ul>

## PROHIBITION OF IMPROPER PAYMENTS

### 1. OUR PRINCIPLE

Yanolja Group prohibits all forms of improper payments. No Employee may give, pay, offer, promise, authorize, or ratify a gift, offer, payment, or promise of anything of value, directly or indirectly, to Government Officials, their family members, private commercial counterparties, or Business Partners with the intention or perceived intention to influence their actions or decisions in their official or business capacity to obtain or retain business or to secure any improper advantage, including, but not limited to, obtaining regulatory approval or reduced tax assessment, avoiding customs duties, or obtaining confidential information about competitors or business opportunities.

Yanolja Group categorically prohibits Bribes and Facilitation Payments. Yanolja Group also prohibits paying Bribes through a Business Partner. In very rare circumstances, Health and Safety Payment is permitted, but once the safety of the Employee and/or the family member has been secured, the Health and Safety Payment must be reported immediately to the Compliance Department. To be clear, a payment could be deemed improper even if one does not have a bad or corrupted intention in making the payments. In certain countries, bad or corrupted intention or willfulness is not required to violate laws against improper payments and, in many cases, such bad or corrupted intention is presumed when certain types of payments are made. Determinations about what is or is not an allowable payment and whether a person or entity is a Government Official are made after considering all the relevant circumstances. Accordingly, Employee should not rely on past practices and consult the Compliance Department whenever he or she is uncertain about the propriety of the contemplated payment.

### 2. RESPONDING TO REQUESTS FOR AN IMPROPER PAYMENT

The Company prohibits all improper payments to Government Official or Business Partners. When responding to a request for improper payment, Employee must abide by the following steps:

- ① Refuse to make any payment and explain that the Company does not authorize such payments as it would be a violation of this Policy and the Y-CoC;
- ② Communicate clearly that the refusal is absolute and ensure that your message leaves no room

for misunderstanding or reconsideration; and

- ③ Immediately report to the Compliance Department.

No Employee will ever be penalized, either through performance reviews, compensation or any other methods, for refusing to pay an improper payment. Similarly, business performance will not be evaluated negatively for any delays or financial losses caused by the Employee's refusal to pay an improper payment to a Government Official or Business Partner.

## GIVING BENEFITS TO GOVERNMENT OFFICIALS AND BUSINESS PARTNERS

The Key terms in the Policy are defined in the following table. The Company and Employee may only provide reasonable benefits to Government Officials and as well as Business Partners, in connection with legitimate business purpose and promotional activities circumstances as per an expression of respect, appreciation, or goodwill. However, Employee must take special care to ensure that any hospitality provided to Government Officials and Business Partners complies with this Policy and the applicable laws. Specifically, Employee must satisfy every one of the following criteria:

- Giving benefits must be reasonable in nature and amount. It may not be lavish or extravagant under the standards of the country/market where the benefit is to be provided, the standards of the recipient's home country/market, and the guidance set forth by the Company;
- Giving benefits must not be too frequent when combined with all other benefit provided to a particular person and the person's agency, organization, or company;
- Giving benefits must be customary and proper under the circumstances and consistent with Y-CoC;
- Giving benefits must not include adult entertainment, such as gambling or shows with an overly sexual content;
- Giving benefits must not create an appearance of impropriety;
- The benefits must be given openly and transparently (i.e., not hidden from the superiors of the recipient or from others by Employee or the recipient);
- The benefits must be given without any expected or implied obligation, reciprocity, favor, or action in return;
- The benefits may not be provided to spouses or other family members of a Government Official or Business Partners.

- Giving benefits must be permitted under all applicable laws and regulations and any contractual obligations between the Company and the recipient's organization, agency, or company, as well as all internal rules or policies of the recipient's organization, agency, or company; and
- Giving benefits must be accurately and completely recorded in the Company's books and records.

Employee may not provide the Economic Benefit that exceeds the "per-person" limit, unless he or she obtains approval from the Compliance Department. With the respect to the per-person limit, Yanolja Group established the guideline to guide the details of the "per-person" limits for each expenditures/occasion of Employee.

However, the amounts specified in the guidelines are for your reference only. Local laws and rules of the recipient's organization shall always be prevailed. To the extent that a Employee has any questions about the guideline, he or she shall contact the Compliance Department and Compliance Department shall need to consult with local counsel in the applicable jurisdiction and advise the reasonable maximum amounts, if necessary.

For the more details, please refer to the Guideline, and if you have any questions, please contact the Compliance Department.

- **Cash**

Employee may not give any cash to a Government Official or Business Partner in an amount that exceeds the amount set forth under the applicable local laws without approval from the Compliance Department. With respect to giving monetary/condolences money, including for wedding or funeral, Employee must comply with the relevant laws in each country. However, cash equivalent items may be provided only to Business Partners for business purpose and in good faith, without any expectation for any benefit in return. Furthermore, any consulting service or Lecture fees to be paid in cash may also be done, in accordance with the terms and conditions of the Agreement, without levels of violating the relevant laws. However, even if the expenses were paid for a legitimate service in return, it is strictly prohibited to overpay the counter benefits of the service provided.

- **Travel expense**

Employee shall not provide travel or lodging accommodations to any Government Official or Business Partner without any formal written agreement and approval by the Accounting Department. Verbal agreements or commitment is prohibited. In any events of violation or any suspicious circumstances of the policy, in connection with the appendix (i.e., Red Flags Guidance), the accounting department shall raise the issue to the Compliance Department. Travel expenses may not be provided to a Government Official unless certain official events were hosted by the Company. When the Company hosts official events (in Korea or overseas) relating to the promotion of the Company or its services, the Company may invite Government Officials and provide reasonable travel expenses (airfare and hotel) and meals, to the extent they are uniformly provided to all recipients. For the offering travel expenses, the actual amounts shall need to be stated in the agreement that Employee had agreed upon with the party.

- **Miscellaneous**

Employee must not provide meals at overly fancy or high-end restaurants. Further, Employee must not accept an offer of or provide adult entertainment such as gambling or shows with an overly sexual content or make reimbursement to or from Business Partners for personal activities or entertainment. In providing meals and entertainments to Business Partners, Employee should refer to the relevant Approval procedure and any written policies implemented by the Compliance Department:

Any giving benefits not specifically addressed in this Policy, including, but not limited to, hosting social or sports to discuss business and build relationship with Business Partners, offering and providing paid or unpaid internships or employment opportunities, and hosting a business development event to potential opportunities to invest in, or alongside, the Company, requires approval by the Compliance Department.

## RECEIVING BENEFITS FROM BUSINESS PARTNERS

Economic Benefits offered or given to Employee to corruptly influence, or that might create the appearance of corruption or impropriety (i.e., lavish, frequent, concealed, or unprofessional Economics Benefits unrelated to company business), are categorically prohibited.

Employee shall not receive any improper gifts and entertainment from other parties, including interested parties. If a Employee receives an improper gift or entertainment under unavoidable circumstances, he or she shall take the relevant guideline of the Compliance Department.

Under limited circumstances, Employees may receive gifts or entertainment including, but not limited to, promotional material or souvenirs from events, moneys given on happy and sad occasions based on local customs, and simple refreshments, so long as the price or value of the gifts or entertainment is accepted by social conventions under local rules and the organization of the giver. You should inquire the Compliance Department if you have difficulty determining the propriety of the gift or entertainment.

Employee must not request any gift, money for happy and sad occasions, employment opportunity, or other rewards or preferential treatment to business partners or for the benefit of their family or friends. Employee who receives any non-work related contact by a Business Partner outside the normal business hours must report the incident to the head of his or her department.

For more information, please refer to the Guideline, and if you have any questions, please contact the Compliance Department

## CONTRIBUTIONS

### 1. POLITICAL CONTRIBUTIONS

Political contributions are prohibited. Company funds, properties, or services may not be used to make any political contributions or support any candidate running for a political office, political party, official, or committee anywhere in the world.

### 2. CHARITABLE CONTRIBUTIONS AND SPONSORSHIP

Charitable contributions must be for public benefit only. Charitable contributions must never be given with the intention of obtaining or retaining business or gaining an improper advantage for the Company. Sponsorships may not be used to provide something of value to a Government Official and must be provided for legitimate business reasons and its circumstances only. Sponsorships may be provided only after appropriate due diligence of the potential recipient and approval in accordance with the written policies and procedures implemented by the Compliance Department.

## BUSINESS PARTNERS

### 1. DUE DILIGENCE

Any and all Business Partners must complete a thorough due diligence process before commencing work on behalf of the Company. Appendix 1 (“Red Flag Guidance”) lists possible “red flags” that may arise during the course of due diligence and which may raise concerns under applicable ABC Laws or this Policy. Employee shall refer to these red flags when conducting due diligence. Please refer to the guidelines for more details.

### 2. M&A

When planning a merger or acquisition, it is important to ensure that the prospective target company and its suppliers are in full compliance with the applicable ABC Laws because the Company as the buyer may ultimately assume the liability of the target company and its suppliers.

Accordingly, any bribery or corruption issues identified, or any historic or ongoing violations discovered during the due diligence process must be fully addressed, and immediate steps must be taken to end the misconduct. Where anti-corruption violations have been identified and no remedial measure is available to mitigate the past or ongoing violations of the target company, or it is impossible to avoid the liability, the Company should drop the contemplated transaction. In addition, post-acquisition integration activities should include implementation of anti-corruption compliance controls.

For additional information and special considerations for mergers and acquisitions, please refer to the relevant guidelines.

## RECORD-KEEPING AND INTERNAL CONTROL

Books and records must be accurate. All expenditures must be accurately documented and recorded in the Company's books and records in accordance with the Company's internal controls. The Company prohibits hiding or misrepresenting the Company's expenditures, falsifying records, circumventing the Company's internal controls, or making payments on behalf of the Company without the appropriate approvals and supporting documentation. The Company maintains, and Employee shall adhere to, policies and procedures that describe the Company's requirements related to internal controls, accounting, and record-keeping practices.

The Company's Accounting/Finance Lead, in consultation with the Compliance Department, shall oversee the establishment and maintenance of adequate internal controls for bank accounts and payments execution. The Accounting/Finance Lead will also implement and maintain appropriate electronic or other fund transfer mechanisms. No such mechanism shall be established without the prior approval of the Company's Accounting/Finance Lead. Procedures must be designed to ensure the authenticity and accuracy of the payment instructions and to eliminate fraudulent or erroneous transfer of funds.

## EXECUTION OF THE POLICY

### 1. TRAINING AND ANNUAL CERTIFICATION

All Employees, including new employees, are required to complete training with the content of this policy and be familiar with the guidelines. The Company requires that all Employees with record-keeping or internal control responsibilities, authorization to approve monetary disbursements and contracts, and contact with Government Officials or certain Business Partners, to undergo a separate anti-corruption compliance training as determined by the Compliance Department. Employees shall sign certification forms annually that certify their understanding of, and agreement to comply with, this Policy and applicable ABC Laws, Sanctions, and Export Control Laws.

### 2. REPORTING AND NON-RETALIATION

Employee has a responsibility to promptly report suspected or known violations of this Policy or any applicable ABC Law to the Audit Department. To be clear, this responsibility should not be construed as preventing Employee from also reporting possible violations to appropriate government authorities. When the Company receives a report of suspected or known violations, it shall promptly review the seriousness of the allegations raised, the credibility of the allegations, and the likelihood of confirming the allegations through attributable sources. At the conclusion of the investigation, the Company, in consultation with the Audit Department, shall take appropriate actions to address the suspected or known violations. In doing so, the Company shall proceed with the investigation in a manner that ensures the investigation does not reveal the identity of the informant.

Employees may also anonymously report suspected or known violations using the following website:

- **Online Reporting Website URL:** <https://www.kbei.org/center/?c=yanolja&lang=en>

The Audit Department is responsible for all the tasks, such as receiving, fact-findings and processing required follow up actions. If report is raised with real name and relevant evidences, the issue can be processed quickly. The issue can also be raised anonymously, however due to lack of evidence, processing may be delayed or suspended.

The Company prohibits any form of retaliation or intimidation against a Employee who reported a

perceived violation of this Policy, expressed an intention to report, helped a co-worker prepare a report, or participated in or assisted with an investigation in good faith, even if the Company ultimately concludes that there was no violation. The Company shall also promptly remediate any weaknesses identified in the Company's compliance program.

### **3. CONSEQUENCE OF VIOLATION**

Employees are expected to understand and follow this Policy as well as all applicable ABC Laws because failure to comply can lead to severe consequences for the Company and Employee. Specifically, violation of applicable ABC Laws can result in monetary fines against the Company and significantly impact the Company's reputation and lead to restrictions in doing business, such as suspension or debarment from bidding, cause significant damage to the reputation of the Company and Employees, and even result in the dissolution of the Company. Violation of applicable ABC laws can lead to prosecution, criminal fines, and imprisonment for Employees involved in the misconduct. In addition, Employee who violates this Policy can be subject to disciplinary action, including termination of employment or contract, termination of affiliation with the Company and/or civil claims for damages.

## APPENDIX – RED FLAG GUIDANCE

The following is a list of “red flags” that may arise during the course of your work and which may raise concerns under ABC Laws or this Policy. Please note that this list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these red flags, or anything else that amounts (or may amount) to a breach of the ABC Laws or this Policy, or otherwise gives you cause for concern, you must promptly report the matter to the Audit Department.

Examples of “red flags”:

- You become aware that a Business Partner engages in, or has been accused of engaging in, improper business practices;
- You learn that a Business Partner has a reputation for paying bribes or requiring that bribes are paid to them, or has a reputation for having a “special relationship” with Government Officials;
- A Business Partner insists on receiving a commission or fee payment before committing to sign a contract, or carrying out a government function or process;
- A Business Partner requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
- A Business Partner requests that a payment be made to a country or geographic location which is different from where the Business Partner resides or conducts business;
- A Business Partner requests additional fee or commission to “facilitate” a service;
- A Business Partner requests or demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services;
- A Business Partner requests that a payment be made to “overlook” potential legal violations;

- A Business Partner requests that you provide employment or some other advantage to his or her family, relative, friend or an acquaintance;
- You receive an invoice from a Business Partner that appears to be non-standard or customized;
- A Business Partner insists on the use of side letters or refuses to put agreed terms in writing;
- You notice that Yanolja Group has been invoiced for a commission or fee payment that appears large given the service provided;
- A Business Partner requests or requires the use of an agent, intermediary, consultant, distributor, or supplier that is not typically used by or known to Yanolja Group; or
- You are offered an unusually generous gift or offered lavish hospitality by a Business Partner.

