Kingspan CEE

Anti - Bribery & Corruption Policy

Issued September 2022

Foreword

"Kingspan's approach to bribery and corruption is very simple. Kingspan maintains a zero tolerance towards bribery, and it is prohibited in any form.

It is essential that Kingspan conducts its business fairly, honestly, and openly both on a domestic and international basis."

Gene M Murtagh, CEO Kingspan Group plc

Our Business Principles state:

We will not seek, offer, or accept gifts, hospitality, bribes or other inducements, which encourage or reward a decision. We will report and record any potential exceptions to this principle.

Objectives

To ensure compliance by Kingspan with anti-corruption law and anti-bribery laws, particularly the Bribery Act 2010, as violation could subject Kingspan, its directors and employees to severe penalties, including fines and imprisonment, and could be very damaging to Kingspan's business and its reputation.

Scope

This policy is applicable to Kingspan CEEdivision, all Kingspan subsidiaries (within the division). The policy applies to our international business as well as our UK business.

As the Bribery Act creates a 'strict liability' offence where Kingspan fails to prevent bribery by those acting on its behalf, the policy covers our agents and other persons acting on our behalf (within and outside the UK) and we are under a duty to ensure that adequate procedures are in place to prevent bribery by such persons. This is particularly important in the context of our international business where we engage persons to act on our behalf or perform contracts in certain key risk countries.

What does this mean?

The Act creates four offences:

- A general offence covering offering, promising, or giving a bribe.
- A general offence covering requesting, agreeing to receive, or accepting a bribe.
- A distinct offence of bribing a foreign public official to obtain or retain business.
- A **new strict liability offence** for commercial organisations where they fail to prevent bribery by those acting on their behalf.

This Policy prohibits the offering, the giving, the solicitation or the acceptance of any bribe, whether cash or other inducement ***to or from*** any person or company, wherever they are situated and whether they are a public official/public foreign official or body or private person or company ***by* any** individual employee, agent or other person or body acting on the Group's behalf ***in order to*** gain any commercial, contractual or regulatory advantage for the Group in a way which is unethical ***or in order*** *to* gain any personal advantage, pecuniary or otherwise, for the individual or anyone connected with the individual.

Compliance

It is not in keeping with **The Bribery Act 2010** (Bribery Act 2010 guidance - GOV.UK (www.gov.uk)), Criminal Justice (Corruption Offences) Act 2018 (Criminal Justice (Corruption Offences) Act 2018 - The Department of Justice), Anti-corruption legislation in member states of EU, and our **Business Principles** to ***offer, promise,***

or give a bribe and request, agree to receive, or accept a bribe. Failure to comply with this policy may, depending on the circumstances, result in disciplinary action, up to and including dismissal, and/or prosecution.

Facilitation Payments

This policy prohibits 'facilitation' or 'grease' payments as these represent bribes and are illegal, and thus are considered a breach to our Business Principles.

Facilitation payments are small payments made to secure or speed up routine actions, usually by public officials. It is also our policy that we work to ensure that subsidiary and their directors, employees and suppliers do not make facilitation payments on our behalf.

If you have doubts about a payment and suspect that it might be considered a facilitation payment, only make the payment if the official or third party can provide a formal receipt or written confirmation of its legality. If practicable, obtain senior management/legal approval for the payment or consult Confidential Help & Advice facility.

If the demand is accompanied by an immediate threat of physical harm, then safety must come first, and you should make the payment and then report it immediately to senior manager outlining the circumstances and amount of the payment.

Political Contributions

This Policy prohibits the making of political contributions in any form. Our Business Principles state that as a corporate entity, we will act with absolute political neutrality. We will abstain from any direct or indirect participation that could be interpreted as taking a position in favour of or against legitimate political parties. We will not make contributions or donations of any type, whether in cash or in kind, in support of political parties, organisations, factions, movements or public or private entities whose activities are clearly linked with political activity. Approval from divisional management and review of the political contribution and the indeed end use of the funds must take place before making the payment. Any of these contributions or donations must be recorded in a database.

Charitable Contributions

It is important to ensure that any contributions or sponsorships are not used as pretence for bribery. Approval from divisional management and review of the charitable contribution and the indeed end use of the funds must take place before making the payment. It is required to record all contributions or sponsorships in a database.

Hospitality, promotional and other business expenditure

Bona fide hospitality and promotional, or other business expenditure which seeks to improve the image of the business, better present our products and services, or establish cordial relations, is recognised as an established and important part of doing business and it is not the intention of the Bribery Act to penalise such behaviour.

Hospitality and promotional or other similar business expenditure should be reasonable and proportionate. Where hospitality is expected to exceed €500 then this must be formally approved by the managing director of the applicable business unit prior to commencement and must be recorded in a database.

All hospitality worth more than €1000 must be discussed in advance with the divisional managing director.

Gifts

It is accepted practice that from time to time, to promote the best interest of the company gifts will be offered to third parties but will not exceed a value of €350. These gifts will never be viewed as inducements for business and must be approved by the managing director of the applicable business unit.

Employees are allowed to accept gifts where the value does not exceed €150. Any gifts received above this value must be declared to next level of management team who will decide whether to decline the gift or accept on behalf of the company. These gifts where accepted, will be retained, and included in a company raffle (each quarter) for which all employees of the local company will be eligible.

Both offered and accepted gifts exceeding €150 must be recorded in a database. Responsibility rests with the financial controller of the each business unit.

Contact with Government officials

Contact with government officials is allowed only for dedicated directors, managers. Prior to entering into any relationship with government officials this must be approved by a relevant manager. Keep records of any agreements, contracts, resolution etc. with government officials in written form and must be recorded in a database.

What if I am not sure?

If anyone is in doubt as to whether a potential act constitutes bribery or an improper inducement, the matter should be referred to the Compliance Officer or Legal Team before proceeding. As a guide a number of 'red flags' are set out in Schedule 1 although this list is not exhaustive.

Any eventuality not covered by this policy, particularly those relating to other regions, should be referred to your CEE Divisional Internal Auditor or Compliance Officer or Legal team.

Employee Responsibility

The prevention, detection and reporting of bribery is the responsibility of all employees throughout the Group. An individual who is concerned about another individual's non-compliance with this policy should raise the matter in the first instance with their line manager or by using the Confidential Help Facility.

Risk assessment, due diligence, and review

Each business unit in Kingspan CEE is responsible to formally conduct and evidence on request (from management or Internal Audit) an assessment of the Anti-Bribery Risks for the given location. The assessment guides the local Business Unit in addressing the areas where risk for our company is perceived high. The risk assessment should be carried out at least once a year, preferably in January.

Assessment tools in the form of XLS spreadsheet can be requested from CEE Internal Audit directly or on IA.CEE@kingspan.com.

Human Resources are responsible for all applicable trainings (both direct or online via KnowBe4 online tool) and should be able to provide evidence of such trainings upon request (either as an IT extract or signed acknowledgment of the ABC training).

Key risk factors are:

- business conducted in countries with a high propensity for corruption;
- business conducted through sales agents, joint ventures or other third parties;
- business conducted with government customers;
- operations where business entertainment is a significant element of the sales process;
- previous incidents of bribery within the company or industries/countries in which the company operates.

Due diligence should be undertaken by employees and associated persons prior to entering into any contract, arrangement or relationship with a potential agent, intermediary or representative. The scope and extent of the due diligence will be informed by the results of the risk assessment, but may include some or all of the following:

- communicating Kingspan's anti-bribery policy to the third party;
- requesting a copy of their compliance policies, training materials, risk assessment and reports;
- assessing the third party's reputation and seeking references where appropriate;
- incorporating appropriate anti-bribery terms and conditions in the commercial agreement with the agent/intermediary.
- incorporating appropriate anti-bribery terms and conditions in the contracts with third party lawyers, architects, design consultants, government officials and agents where we may have an ABC risk exposure resulting from the third party

Kingspan CEE will conduct regular Internal Audits to ensure compliance and the effectiveness of anti-corruption policy and procedure.

Training & Awareness

We will ensure that our employees are trained to comply with our obligations in accordance with regulatory best practice, noting that it is a strict liability offence for failing to prevent bribery by, among other things, having an adequate training and compliance regime.

In addition to the online Business Principles training, Kingspan will provide regular training on its corruption policies to its director's, employee's, representatives, and business partners. Training will be tailored to meet the requirements identified in the Risk Assessment(s).

Those requiring specific and immediate guidance should contact Human Resources or Divisional Internal Audit.

Reporting & Investigation

When dealing with potentially problematic situations, or to report potential breaches of this policy, individuals can use the confidential helpline facility. Concerns can be reported anonymously without fear of intimidation, reprisal, or retaliation.

Any report of corruption will be fully investigated by the Internal Investigation Team and reported to the Management Board.

Criminal & Disciplinary Action

The potential consequences of being convicted of a bribery offence include criminal penalties for both the individual and the company. Individuals can be imprisoned for up to ten years and/or receive an unlimited fine, and companies can receive unlimited fines.

Failure to comply with this policy may, depending on the circumstances, result in disciplinary action, up to and including dismissal, and/or prosecution.

Resources:

NAVEX is an anonymous, free to call and confidential service to enable you to report if you have any serious concern. It could be criminal activity, fraud, theft, or damage to property by the Company, its management, supervisors, employees or suppliers.

Should the employee prefer to raise an official concern indirectly, the company provides a "To Make a Report" internet form here:

EthicsPoint - Kingspan Holdings (IRL) Limited

NAVEX is a completely independent organisation with impartial staff to handle these types of calls or reports. You can phone or raise a report in total confidence knowing that your call will not be traced or recorded - you won't even be asked your name. The information you give NAVEX will be passed on anonymously to one of your senior executives who will act on it without compromising you in any way. There's no charge - you can even call from home for total privacy. NAVEX gives you a unique code number to make it easy for you to phone back with more information if you wish. You can contact NAVEX free from any phone in your country, 7 days, 24 hours.

International Freephone Numbers

Country	Freephone active	Freephone number
Austria, Croatia, Bulgaria, Estonia, Italy, Lithuania, Slovenia, Switzerland, Ukraine		Online Reporting Tool
Bulgaria	Yes	00800 110 44 74
Czech Republic	Yes	800 720 843 or Online Reporting Tool
Denmark	Yes	80830681
Finland	Yes	800413891
Germany	Yes	0-800-225-5288
Hungary	Yes	(80) 088 176
Latvia	Yes	8000-2288
Netherlands	Yes	0800-022-9111
Norway	Yes	800-190-11
Poland	Yes	008001111111 then 883 919 1413
Romania	Yes	0808-03-4288
Slovakia	Yes	0-800-000-101
Sweden	Yes	020-799-111
United Kingdom	Yes	0-800-89-0011
Romania	Yes	0808-03-4288
Serbia	Yes	0800 800623

Kingspan actively works with the Ethicspoint service provider NAVEX to expand the free phone numbers currently unavailable. In the meanwhile, please use the anonymous “To Make a Report” service on the NAVEX website here:

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Acknowledgement

I have read and understand Kingspan's Bribery & Anti-Corruption Policy and I am aware of my obligations under it and the consequences resulting from any breach of this policy.

Name in block letters	Signature	Date

Schedule 1. Potential Risk Scenarios "Red Flags"

The following is a list of possible "Red Flags" that may arise during the course of your employment, and which may raise concerns under various anti-bribery and anticorruption laws. The list is not intended to be exhaustive and is for illustrative purposes only.

If you encounter any of these "Red Flags" while working for us, you must report them promptly to your manager or to the Compliance Manager to the CEE Internal Audit on IA.CEE@kingspan.com or to the confidential helpline.

A. You become aware that a third party engages in, or has been accused of engaging in, improper business practices.

B. You learn that a third party has a reputation for paying bribes, or requiring that bribes are paid to them, or has a reputation for having "a special relationship" with foreign government officials.

C. A third party insists on receiving a commission or fee payment before committing to sign up to a contract with us or carrying out a government function or process for us.

D. A third-party 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.

E. A third-party request that payment is made to a country or a geographical location different from where the third party resides or conducts business.

F. A third party requests an unexpected additional fee or commission to "facilitate" a service.

G. A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services.

H. A third-party request that a payment is made to "overlook" potential legal violations.

I. A third-party request that you provide employment or some other advantage to a friend or relative.

J. You receive an invoice from a third party that appears to be non-standard or customized.

K. A third party insists on the use of side letters or refuses to put terms agreed in writing.

L. You notice we have been invoiced for a commission or fee payment that appears large given the services stated to have been provided.

M. A third party requests or requires the use of an agent, intermediary, consultant, distributor, or supplier that is not typically used or known to us.

N. You are offered an unusually generous gift or offered lavish hospitality by a third party.