



THIRD PARTY INTEGRITY DUE DILIGENCE POLICY

Aligning our Values and Principles

January 2025

INTRODUCTION



We recognize that the integrity of our business is closely tied to the integrity of those with whom we work. The trust of our clients, communities, and stakeholders depends on our ability to conduct business responsibly, transparently, and in full compliance with laws and ethical standards.

This Third-Party Integrity Due Diligence Policy sets forth our approach to assessing and managing risks associated with third parties — including suppliers, contractors, consultants, and other business partners. It outlines the standards we expect from all parties with whom we collaborate, and it ensures that we engage only with those who share our commitment to ethical conduct, respect for human rights, and compliance with anti-bribery and anti-corruption regulations.

By implementing this Policy, we strengthen our resilience, protect our reputation, and create long-term value for all stakeholders. I ask each of you to take this Policy seriously, to apply its principles consistently, and to ensure that our business relationships reflect the values of honesty, fairness, and responsibility.

Together, we can uphold the highest standards of integrity and ensure sustainable success for our organization and our partners.

Sincerely,

A handwritten signature in blue ink that reads "mjtaylor". The signature is fluid and cursive.

Michael Taylor
General Director
EC Holding Ltd.



Let integrity be your guide. Always.

Know Your Third Party

In our day-to-day business dealings, we engage, interact and work in partnership with a significant number of third parties across the countries in which we operate. In turn, third parties can potentially expose EC Holding (EC Holding / Eurasia Support Services LLP / Eurasia Service Solution LLP / We / Us / Our) to a variety of financial or reputational risks. For this reason, it is fundamental we ensure our high ethical standards are upheld in order to maintain the trust and confidence of our clients, investors, shareholders, other key stakeholders and employees.

Third Party Integrity Due Diligence (TPIDD) is a key integrity control as part of our **Third-Party Risk Management (TPRM)** approach, from initial contact with third parties throughout our business relationship with them. To this end, it is important we adequately assess the risks to EC Holding, including those that may impact our reputation under this policy. Through effective TPIDD and by knowing our third parties, management decisions are better informed and help to determine whether or not to start, renew or extend an engagement or transaction.

Purpose - Protect EC Holding, Protect You

Our **Third-Party Integrity Due Diligence Policy (TPIDD Policy or the policy)** sets out the expectations, requirements and minimum standards to ensure that we adequately assess and keep under review our ethical compatibility with new and existing third parties including those within our value chain.¹

This includes ensuring we understand the extent to which risks may exist that would prevent a business engagement from proceeding or continuing. Business integrity risks covered under this policy include:



¹ Value chain means activities related to the production of goods or the provision of services by a company, including the development of the product or the service and the use and disposal of the product, as well as the related activities of upstream and downstream established business relationships of the company.

Third Parties

WHAT IS A THIRD PARTY?

A third party refers to an individual or an entity with which EC Holding has or intends to enter a legally binding contract (including via purchase orders), an agreement, commitment, transaction including a one-time transaction or other potential business relationship. This includes but is not limited to:

- **suppliers** (including consultants, advisors, agents, intermediaries, contractors, distributors and lobbyists)
- **financial partners** (including banks, lenders, debt providers)
- **joint venture partners** and parties relating to **mergers, acquisitions or divestments**
- **recipients of charitable donations** (including in-kind), sponsorship or other community investment/support

WHY DO THIRD PARTIES PRESENT A RISK?

Certain third parties potentially expose us to higher integrity risks generally driven by three risk profiles relevant to the engagement:

- **country risk** (legal entity incorporation or affiliation, origin of goods, services performed)
- **category / product risk** (traceability, transparency, manufacturing or production risks)
- **activity risk**



ACTIVITY RISK

Some activities undertaken by third parties are inherently riskier than others, such as third parties who act directly on our behalf. This includes but is not limited to **consultants, advisors, agents or intermediaries who act as an introducer, fixer or go-between**, perform services on our behalf and/or have the ability to represent, negotiate or bind EC Holding to a commitment with another third party (including a competitor, government official or acquisition target).

Third parties performing these activities potentially expose EC Holding to heightened risks because they might operate outside our immediate control and sightline. This may include, but is not limited to, engaging in activities or conduct outside the scope of the engagement.

In certain circumstances, a third party's activities can lead to EC Holding suffering damages or being held liable as a result of illegal or unethical actions.

Other higher risk activity areas involving third parties include mergers and acquisitions, third parties who hold or process large amounts of personal data on EC Holding's behalf and activities involving third parties who are state owned enterprises or affiliated to them.²

WHAT MUST BE FOLLOWED?

Five key areas

The following pages set out the minimum standards to be met by any EC Holding business in order to have a TPIDD process³ in place. Areas covered include:

1. **Governance**
2. **Controls**
3. **Decision making**
4. **Monitoring and review**
5. **Record keeping**

² A complete list is available in the EC Holding TPIDD Guidance.

³ TPIDD process refers to the end-to-end steps required to operationalize the policy effectively, which is set out in the EC Holding TPIDD Guidance.

INTEGRITY DUE DILIGENCE MINIMUM STANDARDS

1. Governance

Each EC Holding entity complies with all local applicable laws and regulations with regards to integrity due diligence for third parties in scope under this policy.

1.1. If there is a conflict between this policy, the Business Integrity Policy or applicable laws and regulations, the most stringent requirement must be complied with.

Roles and responsibilities for Third Party Integrity Due Diligence are clearly defined and documented to ensure appropriate segregation of duties.

1.2. A **General Director** has accountability for TPIDD and/or decision making and ensures compliance with laws and regulations as well as minimum standards highlighted in this policy.

1.3. The **Legal Department** and **Procurement & Supply Chain Director** (if appointed) are responsible for ensuring the country within its regional accountability have implemented the TPIDD Policy.

1.4. A **Procurement & Supply Chain Director** (if appointed) is responsible for TPIDD for the relevant category of third party in scope under this policy for the country and ensures operational effectiveness of the minimum standards.

Updates on adherence to the minimum standards set out in this policy are escalated through the applicable governance framework.

1.5. The **General Director** provides an update to the country management including via its Ethics & Integrity Committee (where implemented) on a periodic basis.

1.6. The **Legal Department** provides an update to the **General Director** and **Procurement & Supply Chain Director** on TPIDD operational performance indicators and relevant third-party integrity risks.

1.7. Any exceptions to this policy require approval from the **General Director** and **Legal Department** following review by the Procurement & Supply Chain Director.

Data collected/processed as part of the TPIDD process complies with the principles of the Company Data Privacy Policy or equivalent Data Privacy Policy.

1.8. A relevant Privacy Impact Assessment of the Ethics & Integrity TPIDD tool (or equivalent TPIDD screening platform) and process is undertaken on an annual basis and, where applicable, a record of processing activity documented in relation to personal data in accordance with applicable data privacy policies.

2. Controls

TPIDD of third parties occurs prior to: (a) entering, renewing or extending a legally binding agreement with a third party; (b) adding the third party in the relevant system master data; (c) prior to processing an out of the ordinary course of business or unusual payment; or (d) authorizing a one-time transaction.

2.1. All third parties undergo, at a minimum, screening⁴ against sanctions lists and watchlists covered by the Ethics & Integrity TPIDD tool (or equivalent TPIDD screening platform).

2.2. The TPIDD process is formalized and extends to:

- new third parties
- existing third parties (an active individual or entity where EC Holding intends on extending or renewing a contractual relationship)
- inactive historic third parties (a historic individual or entity which EC Holding has not transacted with in the last 2 years, and which is reactivated)

⁴ Screening refers to running third party details through independent compliance data sources for the purpose of risk assessment.

INTEGRITY DUE DILIGENCE MINIMUM STANDARDS

2. Controls

Additional screening for certain types of third parties is required aligned to the Group TPIDD Guidance.

- 2.3. The additional screening requirements are applied in relation to third parties meeting the high-risk criteria. This includes (yet is not limited to) verification of ultimate beneficial ownership for all charities, parties to mergers or acquisitions, third parties located in, registered in or affiliated to any very high-risk country as well as third parties requiring Group approval under sections of the Group Approvals Manual covering Engagement of Professional Advisors and Consultants and Unusual Transactions/Special Payments.
- 2.4. For mergers and acquisitions including new investments, joint ventures or partnerships undertake an Ethics and Integrity programme assessment⁵ in collaboration with Legal Department, M&A and Group Head of Ethics & Integrity.
- 2.5. For divestments, source of funds checks from the relevant third party/parties (buyer and any intermediary or representative) are required to be undertaken in addition to TPIDD screening.

Pre-onboarding procedures include processes to prevent entities or individuals identified as potentially posing an economic or trade sanctions risk (together “sanctions”) or other material legal and integrity risks from being engaged without undertaking TPIDD.

- 2.6. Following referral from the Designated Functional Leader, and **Regional Legal** must undertake a review prior to any engagement proceeding (including contract renewal or extension) or payment being made to or received from a new or existing third party in the circumstances set out below:
- if confirmed or suspected to be subject to sanctions in any jurisdiction (i.e., on any sanctions list)
 - if located in, sources from or has relevant operations connected to countries designated as being subject to comprehensive sanctions⁶
 - if confirmed or suspected to be subject to historic or ongoing regulatory or enforcement action (conviction, fine, penalty or other judicial resolution) in regard to bribery and corruption, anti-competitive behaviour, human rights or fraud
- 2.7. Upon being satisfied no legal or ethical prohibitions prevent proceeding, and **Regional Legal** will refer to the **General Director** and **Procurement & Supply Chain Director** for review and approval.

3. Decision making

Relevant approval and risk mitigating measures are formalised prior to entering, renewing or extending a legally binding agreement with a third party or to add the third party in the relevant system master data or process an out of the ordinary course of business⁷ or unusual payment or authorize a one-time transaction.

- 3.1. High risk rated third parties (i.e., those who having undergone TPIDD are evaluated as high risk) may only be contracted with and/or receive payments from EC Holding on the recommendation of both the **Regional Legal** and a subsequent approval by the accountable **General Director**. Such approvals may contain appropriate risk mitigation measures. Also refer to section 2 above for transactions or engagements requiring approval from the Group Head of Ethics & Integrity.
- 3.2. Risk mitigating measures are, to the extent possible, implemented prior to deciding to establish or maintain a third-party relationship and are documented in the Ethics & Integrity TPIDD tool (or equivalent TPIDD screening platform).

⁵ Refer to the Group TPIDD Guidance and M&A playbook for the minimum standards for the ethics and integrity programme assessment.

⁶ List available in the Group TPIDD Guidance.

⁷ Certain categories of third parties require escalation to Group under the sections of the Group Approvals Manual covering Engagement of Professional Advisors and Consultants and Unusual Transactions/Special Payments. Refer to Group Approvals Manual for more information.

INTEGRITY DUE DILIGENCE MINIMUM STANDARDS

4. Monitoring and review

Engaged third parties are monitored on an ongoing basis throughout the duration of the business relationship.

- 4.1. System-based monitoring of third parties is automatic for all third parties that have undergone screening within the Ethics & Integrity TPIDD tool (or equivalent TPIDD screening platform) and refreshed TPIDD is undertaken every 2 years for high risk rated third parties.
- 4.2. For high risk rated third parties, routine audit and monitoring activities are performed at country level such as:
 - annual business integrity declarations
 - third party self-assessment questionnaires
 - in-person site or location visit/inspection
 - review of certain policies covering business integrity risks
 - risk-based audit and assurance activity including evidence-based testing
 - ethics and integrity third party training
- 4.3. Refreshed TPIDD on a previously screened third party is made in circumstances where the engagement extends to a new category or product defined as high risk as per the Group TPIDD Guidance.

5. Record keeping

Accurate and appropriate audit trails and records are retained and available.

- 5.1. TPIDD records may include:
 - onboarding questionnaires
 - supporting evidence/documents provided by the third party
 - pre/post-engagement audits
 - monitoring alerts
 - decisions and approvals
 - data held within the Ethics & Integrity TPIDD tool (or equivalent TPIDD screening platform)

Application and Adherence

WHO THIS APPLIES TO

This policy applies to all EC Holding businesses, meaning all regions, countries, sectors and entities. It applies to any joint venture companies or consortia that are under EC Holding's day to day control or are majority owned.

In the event that a regional leader seeks to engage a third party within the scope of this policy, the applicable country process where the services are to be provided or where the regional leader is based must be followed.

Compliance with this policy is mandatory.

Failure to comply may result in disciplinary action up to and including dismissal and for third parties, termination of their contract.

Where we have a minority interest in an entity or in other circumstances where a business partner⁸ agrees to comply with EC Holding's policies, we will seek to ensure the application of key principles in this policy are included as a contractual requirement.

⁸The term Business Partner refers to an entity or other incorporated body in which EC Holding has a shareholding or other interests.



Reporting Potential Breaches

Everyone at EC Holding has a responsibility to report potential breaches of this policy. EC Holding encourages reporting of all concerns and is committed to protecting reporters from suffering detriment or retaliation as a result in line with our [Speak and Listen Up Policy](#).

For more information, please refer to the **+7 775 007 49 97**



If you know or suspect a breach of this policy, you may raise your concern with your line manager or unit manager, your local Human Resources or Listen Up Champion, a member of your country, regional or Group legal team or a member of Group Ethics & Integrity or use our global independently operated confidential reporting programme, [Speak and Listen Up Policy](#).

Review and Approval

This policy has been approved by EC Holding Management and is periodically reviewed by EC Holding Legal and Commercial.

You are invited to comment on this policy and suggest ways in which it might be improved. Comments, suggestions, and queries should be addressed via the Group Ethics & Integrity portal using the Ask a question functionality.