

**Senvion Wind Technology Private Limited,  
Mumbai, India.**

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*To All Directors, Officers, Employees and Temporary Workers of Senvion Wind Technology Private Limited, Senvion India Private Limited, Senvion Wind India Services LLP and all subsidiaries of Senvion India (together referred to as "Senvion India") and RE Technologies GmbH (Hamburg)*

## ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

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## I. INTRODUCTION

This Anti-Bribery and Anti-Corruption Policy ("the Policy") applies to all directors, officers, employees and temporary workers (collectively, "you") of Senvion India and RE Technologies GmbH (collectively, "we," "us," "our" or the "Company").

This Policy should be read in conjunction with the Code of Business Conduct and Ethics ("the Code"), which serves as a guide for how you should conduct yourself as part of the Company.

## II. ZERO TOLERANCE APPROACH TO BRIBERY

***Do not give or receive bribes, including facilitation payments.***

We value our reputation for conducting business with honesty and integrity. It is vital for us to maintain this reputation as it generates confidence in our business by our customers, clients, service providers, investors, stakeholders and other persons – which ultimately means it is good for business.

We do not pay bribes in furtherance of our business, either directly or indirectly, and you are not permitted to pay bribes on our behalf or authorize others to pay bribes on our behalf. We have a zero-tolerance approach towards bribery. This commitment comes from the highest levels of management, and you must meet this standard.

A bribe is anything of value that is offered, promised, given or received to improperly influence a decision or to gain an improper or unfair advantage in promoting, enhancing, obtaining or retaining business. Bribery may not always be in the form of cash payments and may take many other forms, including:

- Gifts, travel, entertainment and hospitality;
- Cash payments;
- Favors;
- Kickbacks;
- The award of business;
- Favourable inspection reports;
- Obtaining confidential information;
- Preferential treatment;
- Political contributions;
- Charitable donations;
- Employment opportunities, directorships, internships or secondments;
- Procurement and service contracts;
- "consulting" relationships;
- Excessive discounts or rebates; or

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- Non-arm's length loans, forgiveness of debt or other transactions.

Facilitation payments are also a form of bribe and are, therefore, not permitted. Facilitation payments are small payments made to secure or speed up routine actions or otherwise induce public officials or other third-parties to perform routine functions they are otherwise obligated to perform, such as issuing permits, approving immigration documents or releasing goods held in customs. This does not include official, legally required statutory or administrative fees formally imposed and codified by government agencies for expedited service.

### III. Dealing with Public Officials

***Interactions with public officials require enhanced scrutiny and sensitivity.***

A public official is any person who is employed by or is acting in an official capacity for a government, a department, agency or instrumentality of a government, or a public international organization. This includes elected or appointed persons who hold legislative, administrative or judicial positions, such as politicians, bureaucrats, civil servants, and judges. It also includes candidates for political office, political party officials and persons who perform public functions, such as professionals working for public pension plans, public health agencies, water authorities, planning officials and agents of public international organizations, such as the United Nations or World Bank. A public official may also include employees of government-owned or controlled businesses, including sovereign wealth funds and state-owned utility companies. For example, if a government has an interest in a bank and exercises control over the activities of that bank, then the banking officials are likely to be considered public officials. Third-parties acting at the direction of these individuals and entities should also be considered public officials.

There is increased sensitivity and scrutiny of dealings with public officials because this has traditionally been an area where bribery activity is more likely to occur. Be cognizant of these risks in your dealings and interactions with public officials and consider how your actions may be viewed. For example, payments, gifts or employment to close relatives of public officials have been treated by enforcement authorities as direct payments to the public officials and, therefore, may constitute violations of law. Similarly, hiring public officials or applicants related to, or referred by, public officials should be subject to enhanced review to ensure that the related risks are appropriately mitigated.

### IV. THIRD-PARTIES

***Third-parties are not permitted to pay bribes on our behalf.***

Company works with third parties that have policies in place preventing and forbidding bribes worldwide, so that we can ensure that no bribes will be paid/ received when conducting business on behalf of Company in any capacity.

The Company may be scrutinized and/or prosecuted for failing to detect and prevent bribery by a person associated with it. This includes any individual or entity that performs services for or on behalf of the Company. Employees should avoid doing business with third-parties, including, without limitation, agents and contractors, who do not have a zero tolerance approach to bribery.

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This means due diligence should be undertaken on contractors, joint venture partners, agents and other third-parties to establish their anti-bribery credentials, where warranted by the assessed level of risk. This due diligence could include meeting with them to better assess their business practices and anti-bribery and anti-corruption policies/controls and making inquiries into their reputation and past conduct. Further, employees are expected to inform these persons (and associated companies) of the Company's anti-bribery policy and, in consultation with the Head- Legal and Head - HR, include anti-bribery language in contractor, partner or agency agreements, when appropriate.

While dealing with third parties, it is pertinent to consider the following risk indicators and consult the Head – Legal and Head – HR, in case of any query including not limited to the following:

Third party has a reputation for bribery, instances of which can be as follows:

- An overseas agent claims to have a special relationship with government officials/ public officials;
- The third party asks for an unusual payment method, i.e. an offshore bank account, cash or cash equivalent;
- The agents provide non-standard invoices;
- The services provided by the agent is unclear;
- The amount of the invoice is too high for the service period.

### ***Conflict of Interest***

A conflict of interest arises when any action or decision of an employee is not solely guided by the interests of Company, but may be influenced by personal interests, or might raise such a perception. All employees are required to pursue exclusively the interests of Company in their daily business; hence it is necessary to prevent situations which lead to a suspicion of a conflict of interest.

You are required to act with full transparency and disclose your private interests to your supervisor. You should refrain from involvement in taking the decision in question if a conflict of interest seems likely.

For instance, Employees should refrain from using confidential business information for private purposes or should not conclude contracts of employment or other contracts with persons closely related to.

## **V. GIFTS, EVENTS, MEALS AND ENTERTAINMENT**

***The giving or receiving of gifts, event invitations, meals and entertainment should be proportionate and reasonable for the circumstances, for legitimate purposes only, and not with a view to improperly induce a third-party to misuse their position or as a quid pro quo for official action or with linkage to an official decision.***

Gifts (e.g. merchandise, event tickets) given to or received from persons who have a business relationship with the Company are generally acceptable, if the gift is modest in value, infrequent, appropriate to the business relationship, and does not create an appearance of impropriety. No cash payments should be given or received. In addition, gifts should not be given to or received from public officials or their relatives except for Diwali gifts pre-approved by CEO & MD.

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Gifts, meals and entertainment that are repetitive, no matter how small, may be perceived to be an attempt to create an obligation to the giver and should not be provided. Gifts or entertainment given close in time to when a decision impacting Company's business is being made (including by a private business partner) may be perceived as a bribe in return for a favourable decision and should also not be provided. Employees should not pay for gifts, meals and entertainment personally to avoid having to report or seek approval.

Employees should not give or receive high-value/profile items, or high-value/profile events that are outside customary business norms, without prior written authorization of the Head – Legal and Head - HR. A log of all high-value/profile items given or received to/from third parties, including public officials in Diwali season should be maintained, including the identity of participants, location, value and description of business purpose.

Travel (e.g. for due diligence, site visit) and other similar items given or received are considered gifts for the purposes of this Policy. When these types of items are given, payment should be made directly to the provider (as opposed to providing a reimbursement to the individual), whenever possible. Under no circumstances should cash or per diem reimbursements be provided.

Invitations are only permitted if their total value and the circumstances in which the invitation is given do not give the impression that any kind of improper behaviour is expected in return from the recipient of the invitation. In order to avoid any perception of corruption the following guidelines have to be complied with in addition to the general requirements.

Meals and other entertainment (e.g. sporting events or the theatre, concerts, cricket passes) given to or received from persons who have a business relationship with the Company are generally acceptable, but again only if the entertainment is reasonable in value, appropriate to the business relationship, infrequent, does not create an appearance of impropriety, is otherwise in accordance with applicable laws and regulations, and if a representative from the sponsoring organization (the party paying for the entertainment) is present at the event. For the avoidance of doubt, if a representative from the sponsoring organization is NOT present at the event, the meal or entertainment would be considered a gift. No entertainment should be given to or received from public officials or their close relatives.

#### ***Business Event***

A business event is usually a brief event (not more than a few hours), in which information connected to the business, a product or service portfolio of the inviting entity is discussed. It can be connected with advertisement for products or services, such as seminars, trainings, expert panels, lectures and speeches, marketing and sales events or plant tours.

Business events usually do not give reason for any compliance concerns even if there is an ongoing business relationship under the precondition of the general requirements.

#### ***Hybrid Event***

A hybrid event is usually an event lasting more than a day combining a business event (as described above) with leisure related and/or entertainment elements.



**Sponsorship**

Sponsorship provides a way to strengthen Company's reputation and the Company brand. Sponsorship refers to financially supporting certain activities and events for which the sponsor receives a consideration in return from the sponsored party, which usually supports the communication and/or marketing goals of the sponsor. The consideration received distinguishes sponsorship from a donation, which means an amount given usually for charitable purposes with no consideration in return.

Sponsorship activities require a clearly documented reasonable business purpose and sponsorship related hospitality activities need to be organised in alignment with the CEO & MD. Any engagement in dubious or morally doubtful sponsorship activities i.e. if the acting of a potential customer is obviously influenced by the sponsorship activity, is prohibited. Further, there shall never be any discussion of specific business during sponsorship related hospitality.

If you are in doubt as to whether gifts, events, sponsorships, meals or entertainment proposed to be given or received are proportionate and reasonable for the circumstances, please consult the Head – Legal and Head - HR.

**VI. POLITICAL DONATIONS AND LOBBYING**

***Do not offer or make contributions to political parties, officials and/or any other individual in relation to such political parties.***

Financing of political parties, political campaigns and/or candidates for public office, with Company resources are prohibited.

Political donations made by individuals on their own behalf and unrelated to the Company's business should comply with local laws and regulations.

***Do not engage in any lobbying activities on behalf of the Company without specific authorization.***

The Company encourages its employees, officers and directors to take an active role in public service. However, any participation in this regard is to be undertaken as an individual and not as a representative of the Company or the parent company.

Lobbying activities generally include attempts to influence the passage or defeat of legislation and may trigger registration and reporting requirements. In many jurisdictions, the definition of lobbying activity is extended to cover efforts to induce rule-making by executive branch agencies or other official actions of agencies, including the decision to enter into a contract or other arrangement.

You must not engage in lobbying activities on behalf of the Company without the prior written approval of the Company's Head- Legal and Head - HR or person(s) designated to approve such activities. No lobbying activities on behalf of the parent company is permitted without prior written approval of the designated representative of the parent company.

## VII. CHARITABLE DONATIONS

***Do not solicit or offer donations to clients, suppliers, vendors, public officials or others in a manner which communicates that a donation is a prerequisite for future business or that the offer of a donation is intended to obtain or retain business and a business advantage.***

We encourage our directors, officers and employees to contribute personal time and resources to charities and not-for-profit organizations. However, unless the solicitation is supported by the Company, you are prohibited from using the Company name or Company resources for solicitation of donations. Further, you are prohibited from soliciting donations on behalf of the parent company, unless specifically authorized in writing by a designated representative of the parent company.

All requests for corporate donations to charities and other not-for-profit organizations (e.g. schools, hospitals, libraries, etc.) should be in line with the Corporate Social Responsibility ("CSR") Policy, if any, and should be evaluated by the appropriate committee from time to time as necessary. Charitable donations made by individuals on their own behalf should have no relationship to Company business and must comply with local laws and regulations.

To help ensure that our practices are reasonable, appropriate and otherwise in accordance with applicable regulatory requirements, the making of certain solicited donations must be logged and/or pre-approved. If you are requested by a public official to make a donation to a particular charity, please consult with the Head- Legal and Head – HR before agreeing to or making the donation.

## VIII. RED FLAGS

Be aware of risks of bribery if anyone is engaging in suspicious or improper business activities irrespective, they are employees of Company, another company or government. Please particularly consider the following behaviour which is commonly considered an indicator of corruption:

- High Offshore payments for goods or services rendered in a different country as the payment is being made
  - Payments being made through third parties;
  - Pressure for urgent payments even before due;
  - Requests for disproportional commission payments above the actual value of the services provided;
  - High value gifts;
  - Individual excluding others from his work/ business contacts, not granting insight to persons who should normally be involved;
  - Commercially or strategically unreasonable business decisions when entering into contractual relationships;
  - Private meetings with public contractors in tender proceedings;
  - Unreasonable preference of certain offers/ contractors;
  - Active avoidance of appropriate measures to check a tendering or contracting process;
  - Bypassing appropriate tender/ contracts procedures;
  - Accepting invoices which are not in line with the relevant contract;
  - Lack of documentation;
  - Disregarding internal guidelines or
  - High value expenses, charities etc. for third parties.

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**IX. RECORD-KEEPING**

***Record all our transactions in a complete, accurate and detailed manner so that the purpose and amount of the transaction is clear.***

In addition to prohibiting bribery, anti-bribery legislation and other laws expressly require accurate and complete record-keeping and the establishment and maintenance of an adequate system of internal controls. One purpose of these provisions is to prevent companies from concealing bribes and to discourage fraudulent accounting practices.

All transactions should be recorded completely, accurately and with sufficient detail so that the purpose and amount of any such payment is clear. No undisclosed or unrecorded funds or assets of the Company should be established for any purpose. False, misleading, or artificial entries should never be made in the books and records of the Company for any reason.

**X. REPORTS AND COMPLAINTS**

Internal reporting is critical to the Company's success, and it is both expected and valued. You are required to be proactive and promptly report any suspected violations of this Policy, or any illegal or unethical behaviour of which you become aware, including, but not limited, to any situations where a public official or other party requests or appears to request an inappropriate benefit. The confidentiality of reported violations will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review and subject to applicable law. No retribution or retaliation will be taken against any person who has filed a report based on the reasonable good faith belief that a violation of the Policy has occurred or may in the future occur.

Employees should report actual or potential misconduct or violations of the Policy to their supervisor in the first instance, since their supervisor is generally in the best position to resolve the issue. Alternatively, you may contact the Company's Head-Legal and Head – HR to report any actual or potential violations or misconduct, this Policy or Code violations, or if you have any specific or general questions. Directors should promptly report violations to the Head-Legal and Head - HR along with Chair of their Board of Directors.

**XI. DISCIPLINARY ACTION FOR POLICY VIOLATIONS**

Please note that we reserve the right to take disciplinary action for Policy violations that fits the nature and particular facts of the violation. This could, in the most severe circumstances, include immediate termination for cause and, if warranted, legal proceedings may be brought against you.

**XII. REFERENCE POLICIES**

This policy should be read in conjunction with the Code of Business Conduct and Ethics.

**XIII. KEY CONTACTS**

If you have any questions on this Policy, please contact:

COC@senvion.in



