

Anti-Bribery and Anti-Corruption Policy (ABC Policy)

Effective September 2024



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This document is intended to provide policy, procedure, standards or guidance in respect to SUSE. This document is reviewed at least annually to ensure validity.

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1. Introduction

Anti-bribery and anti-corruption laws have a significant impact on our global operations. In particular, the UK Anti-Bribery Act and the US Foreign Corrupt Practices Act influence how SUSE must behave, including our interactions with third parties worldwide.

SUSE has a zero tolerance approach regarding bribery and corruption, and any breach thereof will be treated as a serious offense and may be subject to disciplinary actions, in accordance with our [Disciplinary Policy](#) (where applicable).

At SUSE we are committed to complying with all applicable laws and regulations and expect our employees to comply with the principles set out in this policy in all jurisdictions where we operate.

2. Purpose

This policy establishes SUSE's global approach to preventing bribery and other forms of corruption. It highlights the business circumstances that may give rise to the risk of bribery and corruption and describes what you should do in those situations. It also emphasises behaviours that are inappropriate and/or prohibited.

Anti-bribery and anti-corruption are critical areas of compliance for SUSE and for you individually. If SUSE engages in bribery or corrupt activity or fails to prevent bribery by third parties with whom we deal, then this could result in criminal liability for SUSE (and, in some cases, the individuals involved), for which penalties include imprisonment and/or unlimited fines. If you know or suspect there is a "high probability" that a bribe is promised or given (even by another person) and fail to report it, you may have committed a criminal offence.

SUSE's policy on anti-bribery and anti-corruption is guided by five main principles:

1. You must not give or take bribes (including facilitation payments) – it is absolutely prohibited.
2. You must not engage in activities that create the appearance of impropriety.
3. You must take adequate steps to prevent third parties bribing on our behalf.
4. You must maintain accurate books and records.
5. You must comply with all anti-corruption laws, including those concerning money laundering.

3. Scope

This policy applies to everyone working for, or on behalf of SUSE, including employees of all SUSE entities, members of the Boards of all SUSE entities and all relevant third parties, irrespective of whether they are engaged with SUSE on a full-time or part-time basis.

Contract workers, consultants, freelancers and contingent workers are also required to act consistently with this policy in accordance with the appropriate contract terms.

Certain employees, depending on the nature of their role and the associated level of risk of bribery and corruption will be required to confirm on a regular basis that they have

complied with all aspects of this policy. This confirmation will be mandatory when requested by the Legal team.

Violations of this policy may lead to disciplinary action, in accordance with our [Disciplinary Policy](#) (where applicable) up to and including termination of employment or contract. Violations of this policy may also be a violation of applicable law which could result in fines or imprisonment beyond the control of SUSE.

Any employee or third party with knowledge or suspicion of any violations of this policy must report these concerns through the Safecall service, details of which can be found in our [Speaking Up Policy](#), or to Andy McDonald, Chief Legal Officer and Company Secretary (andrew.mcdonald@suse.com).

No employee will suffer demotion, penalty or other adverse consequences for refusing to pay bribes or refusing to participate in other corrupt practices even if this may result in SUSE losing business.

Likewise, no third party will suffer abrogation of contract, penalty or other adverse consequences for refusing to pay bribes or refusing to participate in other corrupt practices even if this may result in SUSE losing business.

4. Definitions

Conflict of Interest: *This occurs when an individual or organization is involved in multiple interests, one of which could be possibly corrupt, or be perceived to corrupt, the motivation for an act in another.*

Facilitation Payment: *A facilitation or "grease" payment is a payment, generally of low value, made to a Public Official to facilitate or expedite or to secure the performance of a routine governmental action such as issuing permits, licenses, or other official documents, processing government papers such as visas, providing customs clearances, providing police protection, providing utility services, or handling cargo.*

Gift: *includes any item, cash or goods or any service offered to an individual or one of its close relatives at no cost to them or at a cost which is less than its commercial value, including but not limited to cash or cash equivalents (such as gifts cards and vouchers), marketing products, event tickets and goods (such as flowers, alcohol, hampers).*

Hospitality: *any event or entertainment offered to an individual, including but not limited to meals, drinks, conferences, presentations, trade association events, awards dinners tickets to sporting, cultural or social events such as theatre or shows, transportation or accommodation. A training event or a working lunch at SUSE's or a third party's premises would not normally be included within this definition.*

Kickback: *A bribe to obtain an undue advantage, where a portion of the undue advantage is 'kicked backed' to the person who gave, or is supposed to give, the undue advantage.*

Public Official: *Officials, employees, agents and representatives of any government or other public body, agency or legal entity, at any level, including officials, employees, agents and representatives of state-owned enterprises and officials, employees, agents*



and representatives of enterprises which are mandated by a public body or a state-owned enterprise to administrate public functions.

5. Policy Statement

At SUSE, our integrity is non-negotiable. We do not tolerate bribery of any kind – and we will not knowingly facilitate any other party’s corrupt conduct.

Our five guiding principles for anti-bribery and anti-corruption, explained in-depth below, dictate core musts and must-nots.

You Must	Take adequate steps to prevent third parties bribing on our behalf.	You may not use third parties to take actions that we cannot otherwise take ourselves and must take active steps, where necessary, to ensure that third parties do not make illegal payments or engage in corrupt behaviour on SUSE’s behalf. A non-exhaustive list of “red flags” which might indicate such behaviour is set out in paragraph 3.8.2.
	Maintain accurate books and records.	You must keep true and accurate business records that reflect the nature and substance of transactions.
	Comply with all anti-corruption laws, including those concerning money laundering.	This policy sets a global, minimum standard and provides the underlying principles to help our employees, officers and directors uphold SUSE’s anti-corruption commitment.
You Must Not	Give or take bribes (including facilitation payments), it is absolutely prohibited.	You must not offer, promise, give, request or accept money or anything of value to or from any person, including Public Officials, political parties, or commercial-sector (non-public sector) parties, to improperly obtain or retain business, secure an improper advantage, or otherwise influence them to act improperly. This includes facilitation payments.
	Engage in activities that create the appearance of impropriety.	Activities that are otherwise legitimate must be avoided if they create the appearance of impropriety. This can include sponsorships, charitable or political contributions and giving away demonstration products, if they give the



	appearance of a bribe, Kickback or buying influence.
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1. You must not give or take bribes (including Facilitation Payments), it is absolutely prohibited

1.1 Bribery

- 1.1.1 You must not give or take bribes.
- 1.1.2 Bribery occurs when one person offers, pays, seeks or accepts anything of value to influence a business outcome improperly, to induce or reward improper conduct or to gain any commercial, contractual, regulatory or personal advantage. It can be direct or indirect through third parties.
- 1.1.3 Examples of something of value include cash, services, offers of employment, charitable donations, political contributions, sponsorships, travel and / or entertainment expenses, Hospitality, meals and Gifts.
- 1.1.4 Bribery is also a risk outside of work and can happen when family members or friends are influenced, for example, if a supplier sends Gifts or offers Hospitality to your family and/or friends at the same time the supplier is tendering for business with SUSE.
- 1.1.5 If you are offered a bribe, or are asked to make one, or if you believe or suspect that any bribery, corruption or other breach of this policy has occurred or may occur, you must report it to your line manager and Andy McDonald, Chief Legal Officer and Company Secretary (andrew.mcdonald@suse.com).

1.2 Public Officials

- 1.2.1 Dealing with Public Officials brings a higher risk of corruption or the perception of corruption. You must be especially careful when communicating with Public Officials.
- 1.2.2 Our [Gifts and Hospitality Policy](#) prohibits Gifts and Hospitality being offered by SUSE to Public Officials, except trivial, irregular or one-off merchandise or hospitality under \$25, e.g. diaries, calendars, mugs, pens, t shirts, coffees/refreshments do not need to be recorded.

1.3 Gifts and Hospitality

- 1.3.1 You must never offer or receive Gifts or Hospitality that could influence or be perceived as capable of influencing the outcomes of transactions or decisions relating to our business. The offering and/or receiving of Gifts or Hospitality should not create a sense of obligation.
- 1.3.2 More information can be found in our [Gifts and Hospitality Policy](#).

1.4 Facilitation payments

- 1.4.1 In certain jurisdictions, Public Officials may request payments, generally of low value, known as Facilitation Payments, to facilitate or expedite or to secure the performance of a routine governmental action such as issuing permits, licenses, or other official documents, processing government papers such as visas, providing customs clearances, providing police protection, providing utility services, or handling cargo.
- 1.4.2 Facilitation Payments are a form of bribery.
- 1.4.3 You must never pay, or authorise the payment of, facilitation payments.
- 1.4.4 If you are asked to make a facilitation payment, you must not pay and you must report these concerns through the Safecall service, details of which can be found in our [Speaking Up Policy](#), or to Andy McDonald, Chief Legal Officer and Company Secretary (andrew.mcdonald@suse.com).

2. You must not engage in activities that create the appearance of impropriety

Activities that are otherwise legitimate must be avoided if they create the appearance of impropriety.

This can include **sponsorships, charitable or political contributions** and **giving away demonstration products**, if they give the appearance of a **bribe, kickback** or **buying influence**.

2.1 Sponsorships

- 2.1.1 Never provide a sponsorship to improperly influence anyone or obtain an improper advantage.
- 2.1.2 No sponsorships should be offered without the prior written approval and authorisation of Andy McDonald, Chief Legal Officer and Company Secretary (andrew.mcdonald@suse.com).
- 2.1.3 Never provide a sponsorship that could constitute or create the appearance of a bribe, Kickback or other corrupt practice.
- 2.1.4 Record all sponsorship agreements in writing and make the payments to the contracting entity not to an individual.

2.2 Charitable Contributions

- 2.2.1 Charitable contributions should not be made by or on behalf of any SUSE entity if the contribution is or may in any way be interpreted as a means of buying influence that could impact on SUSE's business.
- 2.2.2 Charitable contributions should never be made without written approval and authority of Andy McDonald, Chief Legal Officer and Company Secretary (andrew.mcdonald@suse.com).
- 2.2.3 You should keep your personal charitable activities separate from your role at SUSE.
- 2.2.4 Ensure that charitable contributions:
- do not create the appearance of a bribe, Kickback or other corrupt practice;
 - are never used to directly procure SUSE future business or otherwise be made with the intent to obtain or retain business, secure an improper advantage or induce anyone to act improperly; and
 - are not used to circumvent SUSE's rules relating to Gifts and/or Hospitality.

2.3 Political Contributions

- 2.3.1 You should keep your personal political activities separate from your role at SUSE.
- 2.3.2 All contributions on behalf of or relating to SUSE (whether directly or indirectly) to political parties, campaigning organisations, individual politicians or political candidates are prohibited unless approved by the Management Board of SUSE S.A. in writing.

2.4 Demonstration and Evaluation Products

- 2.4.1 Giving away any product at no charge (that is, not having it returned or purchased) presents a corruption risk for SUSE if you do not follow appropriate processes.
- 2.4.2 You must properly account for the provision of the product, as well as any payment received if the product is purchased, and apply these principles:
- You must not provide any demonstration product to improperly influence anyone or gain an improper advantage, or where it creates the appearance of a bribe, Kickback or other corrupt practice.
 - You must select customers to receive demonstration products at no charge based on legitimate business prospects considered against defined criteria (not ad hoc).

- You must obtain approval from Andy McDonald, Chief Legal Officer and Company Secretary (andrew.mcdonald@suse.com) if SUSE is engaged in a pending RFP or competitive bid for that customer.
- Before providing a demonstration product to a third party you must comply with export and import policies.

3. You must take adequate steps to prevent third parties bribing on our behalf

SUSE regularly engages with third parties, such as channel partners, distributors, resellers, agents, intermediaries, subcontractors, lobbyists, logistics providers, and other suppliers and vendors.

This is one of SUSE's biggest areas of risk because SUSE can be held criminally responsible for any improper actions of third parties.

Agents, business partners, or third parties interested in engaging with SUSE must be verified through a due diligence process to mitigate the threat of bribery and corruption.

You must follow these steps before engaging any third party:

3.1 **Third parties must be engaged for legitimate reasons**

3.1.1 When engaging with a third party there must be a legitimate business rationale for engaging the third party which must be justified.

3.2 **Compensation to third parties must be reasonable**

3.2.1 Compensation must be reasonable according to the level and type of work being performed, and consistent with local laws and industry practice.

3.2.2 Compensation may not be paid in cash.

3.3 **Discounts offered to third parties must be reasonable**

3.3.1 Discounts that we provide on our products or services to partners, and commissions that we pay in connection with sales, must be appropriate, properly authorised and approved, and offered for legitimate business reasons.

3.4 **Third parties must be informed of our ethical expectations and agree not to engage in bribery**

3.4.1 You should make all reasonable efforts to ensure that all third parties that SUSE contracts with agree to comply with all applicable anti-bribery and anti-corruption laws. If you are in any doubt as to whether these apply, please speak to Legal or Procurement.

3.5 **Employees must not have a Conflict of Interest**

3.5.1 Employees have a duty to avoid financial, business, or other relationships that might be opposed to the interests of SUSE or that might interfere with the proper performance of their duties, responsibilities, or loyalty to SUSE.

- 3.5.2 Employees have an ongoing duty to disclose situations that may constitute the appearance of or an actual Conflict of Interest.
- 3.5.3 Employees who are not members of SUSE's Executive Leadership Team and who serve on boards of directors or advisory boards of any entity or organization or are offered outside employment are required, prior to acceptance of the mandate or employment, to obtain approval from the Chief People Officer.
- 3.5.4 Employees who are members of SUSE's Executive Leadership Team and who serve on boards of directors or advisory boards of any entity or organization or are offered outside employment are required, prior to acceptance of the mandate or employment, to obtain approval from the CEO, in consultation with the Chief Legal Officer, with the exception of the CEO who must obtain approval from the Chair of the Supervisory Board.

3.6 Third parties must not have a Conflict of Interest

- 3.6.1 Third parties must not have a Conflict of Interest in connection with the particular transaction(s) for which they are engaged.
- 3.6.2 For example, they may not receive payment from SUSE if they are also a family member of any party in the transaction, the client's consultant, paid adviser, or vendor relating to the transaction with SUSE, or if they are an employee, officer, director, proxy- holder, affiliate or shareholder of any other party to the transaction.

3.7 Do not enter into agreements that may benefit individual Public Officials

3.8 We must be alert for "red flags" that may indicate that a third party may engage in bribery or corrupt activity

- 3.8.1 If you are not sure about what action to take, or if the assurances are not adequate, you should report your concerns immediately to Andy McDonald, Chief Legal Officer and Company Secretary (andrew.mcdonald@suse.com).
- 3.8.2 Examples of "red flags" include:
- Use of business partners or agents who have a reputation for unethical conduct/behaviour or improper business practices.
 - Objection to SUSE's efforts to perform due diligence.
 - The appointment of a new supplier or partner in a high-risk jurisdiction. Please see the [Corruption Perceptions Index](#) published by Transparency International for guidance.
 - Refusal to provide detailed invoices or to allow SUSE to audit relevant books and records.
 - A third party requests payment to be made in cash or to a different bank account or to a country other than where the services are taking place
 - A third party insists on the use of side letters or refuses to put terms agreed in writing.

- A third party requests or requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to SUSE.
- A third party offers an unusually generous Gift or Hospitality.

4. You must maintain accurate books and records

- 4.1.1 Our business records must be true, accurate and meet legal record keeping obligations.
- 4.1.2 All transactions must be accurately recorded in SUSE's books and records and reflect the nature and substance of the transaction.
- 4.1.3 You must follow the SUSE policies on expenses, records retention, information security, [Gifts and Hospitality Policy](#) and other relevant policies.
- 4.1.4 You must not establish any undisclosed or unrecorded SUSE fund or asset for any purpose.

5. You must comply with all anti-corruption laws

This policy sets a global, minimum standard and provides the underlying principles to help our employees, officers and directors uphold SUSE's anti-corruption commitment. However, countries may have stricter rules. Where that is the case, those stricter rules apply.

6. Roles and Responsibilities

Monitoring and Review

The Head of Corporate Risk and Legal Compliance shall ensure this policy is regularly reviewed in respect of its suitability, adequacy and effectiveness, and any improvements made as appropriate.

Ask a Question

If you have questions or need clarification relating to the matters covered by this policy, please direct your question to Andy McDonald, Chief Legal Officer and Company Secretary (andrew.mcdonald@suse.com), Neil Biswas, Head of Corporate Risk and Legal Compliance (neil.biswas@suse.com) or another member of the Legal team.

How to Raise a Concern

If you wish to raise a concern or if you have questions or need clarification relating to bribery and corruption issues you may contact Andy McDonald, Chief Legal Officer and Company Secretary (andrew.mcdonald@suse.com), Neil Biswas, Head of Corporate Risk and Legal Compliance (neil.biswas@suse.com) or another member of the Legal team.

Our [Speaking Up Policy](#) provides a confidential way to raise concerns through the Safecall service.

7. Exceptions

SUSE may authorise exceptions to the rules set out in this policy in justified individual cases.

Applications for such exceptions must be requested in writing form and addressed to Andy McDonald, the Chief Legal Officer (andrew.mcdonald@suse.com) and Neil Biswas, Head of Corporate Risk and Legal Compliance (neil.biswas@suse.com).

Approved exceptions must be documented in writing and must include the reasoning for the approval.

8. Related Documentation

The below policies are referenced and provide guidance for.

Document	Link
Disciplinary Policy	Disciplinary Policy
Employee Code of Business Ethics (COBE)	Code of Business Ethics (COBE)
Gifts and Hospitality Policy	Gifts and Hospitality Policy
Supplier Code of Business Ethics	Supplier Code of Business Ethics
Speaking Up Policy	Speaking Up Policy

9. Policy Review

This policy should be reviewed annually by the Legal Team in conjunction with any relevant departments.

